

# AM22

## Notice of move from administration to creditors' voluntary liquidation



Companies House

For further information, please  
refer to our guidance at  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

### 1 Company details

Company number 0 0 5 3 3 0 8 7

Company name in full Mothercare UK Limited

#### → Filling in this form

Please complete in typescript or in  
bold black capitals.

### 2 Court details

Court name High Court of Justice, Business and Property Courts in England and  
Wales, Insolvency and Companies List (ChD)

Court case number C R - 2 0 1 9 - 0 0 7 3 5 1

### 3 Administrator's name

Full forename(s) Zelf

Surname Hussain

### 4 Administrator's address

Building name/number PricewaterhouseCoopers LLP

Street 7 More London

Riverside

Post town London

County/Region

Postcode S E 1 2 R T

Country United Kingdom

# AM22

Notice of move from administration to creditors' voluntary liquidation

<b>5</b>	<b>Administrator's name ①</b>		<b>① Other administrator</b> Use this section to tell us about another administrator.
Full forename(s)	Mark James Tobias		
Surname	Banfield		
<b>6</b>	<b>Administrator's address ②</b>		<b>② Other administrator</b> Use this section to tell us about another administrator.
Building name/number	PricewaterhouseCoopers LLP		
Street	7 More London		
	Riverside		
Post town	London		
County/Region			
Postcode	S E 1 2 R T		
Country	United Kingdom		
<b>7</b>	<b>Appointor/applicant's name</b>		
	Give the name of the person who made the appointment or the administration application.		
Full forename(s)	The Directors		
Surname			
<b>8</b>	<b>Proposed liquidator's name</b>		
Full forename(s)	Zelf		
Surname	Hussain		
Insolvency practitioner number	1 0 9 7 2		
<b>9</b>	<b>Proposed liquidator's address</b>		
Building name/number	PricewaterhouseCoopers LLP		
Street	7 More London		
	Riverside		
Post town	London		
County/Region			
Postcode	S E 1 2 R T		
Country	United Kingdom		

AM22

Notice of move from administration to creditors' voluntary liquidation

**10 Proposed liquidator's name<sup>①</sup>**

Full forename(s)	Mark James Tobias											
Surname	Banfield											
Insolvency practitioner number	2	3	3	5	0							

**① Other liquidator**

Use this section to tell us about another liquidator.

**11 Proposed liquidator's address<sup>②</sup>**

Building name/number	PricewaterhouseCoopers LLP											
Street	7 More London											
	Riverside											
Post town	London											
County/Region												
Postcode	S	E	1		2	R	T					
Country												

**② Other liquidator**

Use this section to tell us about another liquidator.

**12 Period of progress report**

From date	<sup>d</sup> 0	<sup>d</sup> 5	<sup>m</sup> 0	<sup>m</sup> 5	<sup>y</sup> 2	<sup>y</sup> 0	<sup>y</sup> 2	<sup>y</sup> 2
To date	<sup>d</sup> 3	<sup>d</sup> 1	<sup>m</sup> 1	<sup>m</sup> 0	<sup>y</sup> 2	<sup>y</sup> 0	<sup>y</sup> 2	<sup>y</sup> 2

**13 Final progress report**☒ I have attached a copy of the final progress report.**14 Sign and date**

Administrator's signature

Signature

X

X

Signature date

<sup>d</sup> 0	<sup>d</sup> 2	<sup>m</sup> 1	<sup>m</sup> 1	<sup>y</sup> 2	<sup>y</sup> 0	<sup>y</sup> 2	<sup>y</sup> 2
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**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Matt Duckworth**

Company name **PricewaterhouseCoopers LLP**

Address **Central Square**

**29 Wellington Street**

Post town **Leeds**

County/Region

Postcode 

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Country **United Kingdom**

DX

Telephone **0113 289 4000**

**Checklist**

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following:**

- ☐ The company name and number match the information held on the public Register.
- ☐ You have attached the required documents.
- ☐ You have signed and dated the form.

**Important information**

**All information on this form will appear on the public record.**

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The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

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**This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**

# Continuation page

Name and address of insolvency practitioner

✓ **What this form is for**  
Use this continuation page to tell us about another insolvency practitioner where more than 2 are already jointly appointed. ❶  
Attach this to the relevant form.  
Use extra copies to tell us of additional insolvency practitioners.

✗ **What this form is NOT for**  
You can't use this continuation page to tell us about an appointment, resignation, removal or vacation of office.

→ **Filling in this form**  
Please complete in typescript or in bold black capitals.  
All fields are mandatory unless specified or indicated by \*

## 1 Appointment type

Tick to show the nature of the appointment:

- ☒ Administrator
- ☐ Administrative receiver
- ☐ Receiver
- ☐ Manager
- ☐ Nominee
- ☐ Supervisor
- ☐ Liquidator
- ☐ Provisional liquidator

❶ You can use this continuation page with the following forms:  
- VAM1, VAM2, VAM3, VAM4, VAM6, VAM7  
- CVA1, CVA3, CVA4  
- AM02, AM03, AM04, AM05, AM06, AM07, AM08, AM09, AM10, AM12, AM13, AM14, AM19, AM20, AM21, AM22, AM23, AM24, AM25  
- REC1, REC2, REC3  
- LIQ02, LIQ03, LIQ05, LIQ13, LIQ14,  
- WU07, WU15  
- COM1, COM2, COM3, COM4  
- NDISC

## 2 Insolvency practitioner's name

Full forename(s) David Robert  
Surname Baxendale

## 3 Insolvency practitioner's address

Building name/number PricewaterhouseCoopers LLP  
Street 7 More London  
Riverside  
Post town London  
County/Region  
Postcode S E 1 2 R T  
Country United Kingdom

# Joint Administrators' Final Progress Report

**Mothercare UK Limited  
(in administration)**

**High Court of Justice, Business and Property Courts of  
England & Wales, Insolvency & Companies List**

**Case no. CR-2019-007351**

**2 November 2022**

# Table of contents

<b>Abbreviations and definitions</b>	<b>2</b>
<b>Key messages</b>	<b>4</b>
<b>Overview of our work</b>	<b>6</b>
<b>Ongoing matters</b>	<b>10</b>
<b>Appendix A: Summary of our proposals</b>	<b>12</b>
<b>Appendix B: Receipts and payments</b>	<b>14</b>
<b>Appendix C: Expenses</b>	<b>18</b>
<b>Appendix D: Remuneration update</b>	<b>20</b>
<b>Appendix E: Other information</b>	<b>31</b>

# Abbreviations and definitions

The following table shows the abbreviations and insolvency terms that may be used in this report:

Abbreviation or definition	Meaning
<b>Company or MUKL</b>	Mothercare UK Limited
<b>Companies</b>	MUKL and MBSL
<b>Administrators</b>	Zelf Hussain, Mark James Tobias (Toby) Banfield and David Robert Baxendale
<b>Augment stock</b>	This was additional stock bought directly by Gordon Brothers during the administration, and sold in Mothercare stores. The purpose of this was to supplement Mothercare stock, with the estate set to receive a percentage of any profit generated. The stock brought was of a similar nature to the products that MUK would normally sell. Augment stock allows for the benefit of increasing footfall and therefore sales.
<b>Firm</b>	PricewaterhouseCoopers LLP
<b>Group</b>	Mothercare Plc and its subsidiaries
<b>IR16</b>	Insolvency (England and Wales) Rules 2016
<b>IA86</b>	Insolvency Act 1986
<b>Sch.B1 IA86</b>	Schedule B1 to the Insolvency Act 1986
<b>ISA</b>	Insolvency Services' Account
<b>HMRC</b>	HM Revenue & Customs
<b>Prescribed part</b>	The amount set aside for unsecured creditors from floating charge funds in accordance with section 176A IA86 and the Insolvency Act 1986 (Prescribed Part) Order 2003
<b>MBSL</b>	Mothercare Business Services Limited
<b>MGBL, the Purchaser</b>	Mothercare Global Brand Limited
<b>NOID</b>	Notice of Intended Dividend
<b>Numis</b>	Numis Securities Limited
<b>Gordon Brothers</b>	Gordon Brothers Group, is an advisory, restructuring and investment firm, which acted as retail agents and consultants to the administrators in respect of the UK retail business.
<b>CAPA</b>	CAPA acted as agents to the administrators in negotiating with landlords and obtaining business rates refunds from local authorities for the Company's UK retail store portfolio
<b>CVA</b>	Creditors' Voluntary Arrangement
<b>CVL</b>	Creditors' Voluntary Liquidation



<b>Secured creditors</b>	Creditors with security in respect of their debt, in accordance with section 248 IA86
<b>Preferential creditors</b>	Claims for unpaid wages earned in the four months before the insolvency up to £800, holiday pay and unpaid pension contributions in certain circumstances
<b>RPS</b>	Redundancy Payments Service, an executive agency sponsored by the Department for Business, Energy & Industrial Strategy, which authorises and pays the statutory claims of employees of insolvent companies under the Employment Rights Act 1996
<b>Unsecured creditors</b>	Creditors who are neither secured nor preferential

This report has been prepared by Zelf Hussain, Mark James Tobias (Toby) Banfield and David Robert Baxendale as Joint Administrators of the Company, solely to comply with the Joint Administrators' statutory duty to report to creditors under IR16 on the progress of the administration, and for no other purpose. It is not suitable to be relied upon by any other person, or for any other purpose, or in any other context.

This report has not been prepared in contemplation of it being used, and it is not suitable to be used, to inform any investment decision in relation to the debt of or any financial investment in the Company.

Any estimated outcomes for creditors included in this report are illustrative only and cannot be relied upon as guidance as to the actual outcome for creditors.

Any persons choosing to rely on this report for any purpose or in any context other than under IR16 do so at their own risk. To the fullest extent permitted by law, the Joint Administrators do not assume any liability in respect of this report to any such person.

Please note you should read this report in conjunction with the Joint Administrators' previous reports issued to the Company's creditors, which can be found at [www.pwc.co.uk/mothercareuk](http://www.pwc.co.uk/mothercareuk). Unless stated otherwise, all amounts in this report and appendices are stated net of VAT.

Zelf Hussain, Toby Banfield and David Baxendale have been appointed as Joint Administrators of the Company to manage its affairs, business and property as its agents and act without personal liability. All are licensed in the United Kingdom to act as insolvency practitioners by the Institute of Chartered Accountants in England and Wales. The Joint Administrators are bound by the Insolvency Code of Ethics which can be found at:

<https://www.gov.uk/government/publications/insolvency-practitioner-code-of-ethics>

The Joint Administrators may act as controllers of personal data as defined by UK data protection law depending upon the specific processing activities undertaken. PricewaterhouseCoopers LLP may act as a processor on the instructions of the Joint Administrators. Personal data will be kept secure and processed only for matters relating to the Joint Administrators' appointment. Further details are available in the privacy statement on the [PwC.co.uk](http://PwC.co.uk) website or by contacting the Joint Administrators.

PricewaterhouseCoopers LLP is a limited liability partnership registered in England with registered number OC303525. The registered office of PricewaterhouseCoopers LLP is 1 Embankment Place, London WC2N 6RH. PricewaterhouseCoopers LLP is authorised and regulated by the Financial Conduct Authority for designated investment business.

# Key messages

## Why we've sent you this report

We're pleased to let you know that our work in the administration of the Company is now complete and so we set out below our final report.

You can still view our proposals and our previous reports on our website at [www.pwc.co.uk/mothercareuk](http://www.pwc.co.uk/mothercareuk). Please get in touch with the case team at [uk\\_mothercare@pwc.com](mailto:uk_mothercare@pwc.com) if you need the password to access the documents.

Please be advised that the administration of Mothercare Business Services Limited ended on 3 November 2021 and that company was dissolved on 3 February 2022, but for the purpose of consistency there may still be mention of this company in this report.

## How much creditors have received

The following table summarises the final outcome for creditors in the administration.

Class of creditor	Current estimate (%)	Previous estimate (%)
<b>Secured creditors</b>	80% - 100%	78.5% - 100%
<b>Preferential creditors</b>	100% (paid)	100% (paid)
<b>Unsecured creditors</b>	0.65% (paid) Uncertain (future)	0.65% (paid) Uncertain (future)

The Company has significant claims against VISA and Mastercard in respect of overcharging of multilateral interchange fees and is a participant in a group legal claim. Having investigated the position further, the administrators think there is a realistic prospect that the realisations from these claims will be sufficient to repay the secured creditor in full, with funds available to distribute to the Company's unsecured creditors. At this stage the outcome is too uncertain to be able to give any meaningful guidance as to the level of distribution that could become available to unsecured creditors.

In the absence of a settlement with the parties, the litigation could take two or more years to conclude. In view of this, and as the administrators think there is a realistic prospect of a return to the unsecured creditors other than from the prescribed part, we are converting the administration to a creditors' voluntary liquidation. This also has lower holding costs than continuing in administration and would allow the payment of any distribution to unsecured creditors without further application to the court.

In the event that the claims against VISA and Mastercard are unsuccessful, then we think it is unlikely that the secured creditors will be fully repaid their lending of £34m in MUKL out of their security over the Company's assets. However, as part of the sale agreement for the international franchise contracts and intellectual property of the MUKL business, the Purchaser agreed to pay an additional top up cash consideration adjustment to ensure the secured creditors are paid in full.

We paid preferential creditors in full on 26 May 2021.

We paid the Company's unsecured creditors, totalling £73,933,289, a dividend of 0.65% on 3 August 2021 from the prescribed part.

## What you need to do

This report is for your information and you don't need to do anything.

## What happens next

The administration ends on 4 November 2022. In line with our proposals approved by creditors, the Company will now go into CVL. There having been no alternate nominations, Zelf Hussain, David Robert Baxendale and Mark James Tobias Banfield will be appointed as joint liquidators.

The Administrators have considered the Insolvency Code of Ethics and concluded that there are no matters preventing their appointment as liquidators of the Company.

We will therefore bring the administration to a close by filing a form to move the Company into creditors' voluntary liquidation with the Registrar of Companies. In accordance with the administrators' proposals, the current administrators would then become liquidators of the Company and cease to act as administrators.

As decided by the general body of creditors, we will be discharged from liability in respect of any of our actions as joint administrators 14 days after the date that we cease to act as joint administrators of the Company.

# Overview of our work

As explained in our first report, we have undertaken a number of different workstreams in order to progress and achieve the purpose of the administration. Below is a brief outline of the work done in the administration. Please refer to our proposals and previous reports for more detailed information on these matters.

## Why we were appointed

Given the loss-making position of MUKL, management had pursued a number of restructuring options to try and preserve the business.

### Company Voluntary Arrangements

In light of the financial position of the Group, in May 2018, MUKL and other Mothercare Group entities proposed CVAs to close a number of stores and seek rent reductions at others. The CVA supervisors were insolvency practitioners from KPMG LLP. The CVA was successfully approved for all legal entities (including MUKL).

### Continued losses and cash flow pressure

The MUKL CVA did not ultimately solve its problems and the UK retail business continued to be loss making, whilst the international franchise business remained profitable. Management therefore explored a number of options to split the UK and international businesses. Mothercare plc, the Group's parent company, engaged Numis as advisors to run a sales process primarily focused on the UK business but also providing potential buyers with the opportunity to bid for the Group as a whole.

While 35 potential purchasers were approached, resulting in two parties making indicative offers and undertaking additional due diligence, ultimately neither party made an offer to buy the business or separately the brand.

Additionally, PwC was engaged in May 2019 through to August 2019 by Mothercare plc to assist with the development of a strategy and options to potentially restructure the Group and separate the UK and international operations.

One of the options identified was a CVA which the Group chose to develop further with another advisor. However, this option was ultimately not implemented and PwC was asked to consider the remaining options.

Given the cash flow position of MUKL, and lack of offers for the UK business, the directors resolved that the Companies were insolvent. The directors filed a Notice of Intention to Appoint Administrators for each of the Companies on 4 November 2019 and Zelf Hussain, David Baxendale and Toby Banfield were thereby appointed as joint administrators on 5 November 2019. The Notice of Appointment for each of the Companies was filed by the directors of the Companies on 5 November 2019. Due to its registration with the FCA, prior consent to the appointment of administrators to the Company was required from the FCA, which was only obtained after the appointment had been made. The Administrators took legal advice on the validity of their appointment at that time and were advised that case law indicated that the filing of the subsequent consent remedied the defect in the original appointment, but subsequent case law made this uncertain. An application to court was therefore made which confirmed a retrospective appointment of the Administrators at the same time and date as the original appointment.

## Sale of international business and intellectual property

As noted above, the Company's directors and its parent company had identified that the Company's international business remained profitable. A number of ways had been explored to restructure the business so that the international business could be saved. This included a full sales process undertaken by Numis, which failed to result in offers for either the international business or the brand. A subsequent proposal to seek to rescue the international business through a CVA did not proceed, as the proposed nominees concluded that a rescue would need to be concluded through an administration process. However, the sale of the international business out of an administration appointment was also problematic, as the franchise contracts were terminable on administration, and there was uncertainty that suppliers would continue to supply to the Company in administration in order to allow the franchise arrangements to continue. For these reasons we concluded that continuing to trade the international business in administration would be extremely difficult and risky, and that a successful sale of the international business out of a trading administration was unlikely.

MGBL, a subsidiary of Mothercare plc, made an offer to acquire the brand, beneficial interests in the international franchise contracts and right to certain key operating contracts on the basis of a pre-packaged transaction immediately following administration. The consideration offered for the purchase was non-cash, through the assumption or mitigation of the majority of MUKL's unsecured liabilities.

We considered the alternative options to a pre-packaged sale (including a new CVA, a trading administration with no pre-packaged sale, and a liquidation) but concluded that each of these options would have led to a poorer outcome for the creditors due to the termination of the international franchise agreements.

Immediately following our appointment, we concluded a sale to MGBL. In consideration of the assets purchased, MGBL assumed certain MUKL liabilities, notably the MUKL defined benefit pension schemes with a S75 buyout deficit of £159.1m and certain trade creditor balances totalling £3.75m. In addition, as part of the transaction it was agreed that the intercompany balances due from the Company to other members of the Group of £168.8m will not participate in any distributions made by the Company to its unsecured creditors. This had the result of mitigating £331.7m of the Company's unsecured liabilities, being approximately 82% of the estimated unsecured liabilities.

The Purchaser also agreed to pay an additional top up cash consideration adjustment, as follow:

- an uncapped commitment to ensure the secured creditors of the Company are repaid in full; and
- provided the secured creditors are paid in full, to pay a cash amount calculated on an agreed formula to ensure that a certain distribution to creditors is underpinned (subject to a cap).

Once the realisations have been concluded and the final distributions made to the secured creditors, we will calculate what additional consideration is payable by MGBL.

The agreement also contained a sell on clause mandating further payments if the business was sold within 12 months - this clause has now expired.

Further details of the pre-packaged sale are set out in the document called "Information regarding the sale of specific assets of Mother UK Limited on 5 November 2019 as required by Statement of Insolvency Practice No. 16 ("SIP16"), copy of which can be found on the case website at [www.pwc.co.uk/mothercareuk](http://www.pwc.co.uk/mothercareuk).

## Trading

MUKL traded the UK retail stores for ten weeks post administration to affect a disposal of the stock as it was thought this would result in the best outcome for creditors. Gordon Brothers were appointed as retail agents following a competitive pitch to assist the administrators in running the stores and winding down the UK retail operations. Under the terms of their agency agreement, Gordon Brothers guaranteed a minimum level of outcome, and had a fee structure based on performance. Gordon Brothers continue to accrue fees on certain realisations related to the administration trading period.

The stores traded from 5 November 2019 and were closed in the first few weeks of January 2020. As shown in the receipts and payments account at appendix B, we achieved trading sales of some £63m, resulting in a trading surplus for the benefit of creditors of some £24m. There are a handful of suppliers during the trading period, mainly landlords and rating authorities, who have not engaged with us and where we have been unable to agree and finalise trading payments as a result. We continue to finalise outstanding trading liabilities and to collect in a small number of outstanding trading receipts.

## Cash at bank

We have been liaising with the Company's pre-appointment bankers with respect to several foreign bank accounts that remained open. The accounts were requested to be closed in October 2021, and then again in June 2022 following a lack of confirmation from the pre-appointment bankers.

As a result of our enquiries, we were able to secure cash sweeps from several GBP, USD and EUR accounts, as shown on our receipts and payments account at Appendix A.

We are not expecting any further receipts in respect of this matter.

## Tax & VAT Duties

MUKL was a member of the wider Mothercare plc VAT group and, unusually, HMRC allowed the Company to remain in the VAT group for an agreed period of time, allowing us to continue to trade and to ensure recovery of import VAT from HMRC, significantly improving the outcome for creditors.

MUKL was removed from the Mothercare Plc VAT group with an effective date of 31 January 2020, with MUKL then registered for VAT on a standalone basis. Since then, quarterly VAT returns have been submitted to HMRC.

We have prepared and submitted the corporation tax returns for the following periods:

- Year ended 31 March 2019;
- Period ended 4 November 2019;
- Period ended 13 January 2020;
- Period ended 31 March 2020; and
- Period ended 31 March 2021.

## Employees

On appointment, the Company had 2,867 employees. 156 employees immediately TUPE transferred to MGBL in connection with the sale of the brand and international business. A subsequent deal with Boots and MGBL saw the TUPE transfer to MGBL of 23 MUKL employees who worked in connection with the Mothercare Group's Mini Club joint venture with Boots.

A number of redundancies were made from head office during the first week, with the majority of store based staff being made redundant in January 2020, and the final employee leaving on 31 January 2020.

A number of redundant employees made claims in the Employment Tribunal (for a protective award for failure to enter into collective consultation in relation to their redundancies). One claim with 27 claimants has been settled under the terms of a Consent Judgement. There were 14 claims which remained in progress; these have now been resolved by way of Consent Judgement. It is understood that the claims are all being processed by the RPS and this has resolved all outstanding employment matters.

## Pensions

We submitted the required statutory notices in relation to the pensions schemes, including the issuing of statutory scheme rescue notices for the Mothercare Staff Pension Scheme and the Mothercare Executive Pension Scheme to the Pension Protection Fund.

Arrangements were put in place to ensure that employee risk benefits previously arranged on a group basis (including life and private medical insurance) remained on risk. Work was also undertaken to ensure that pension contributions during the trading period were paid over for the relevant employees, that the contribution positions for the various pension, life assurance and medical insurance schemes were determined and claims submitted to the RPS where appropriate.

## Property

MUKL occupied over 80 leasehold properties, the majority being retail stores used during the trading period. We negotiated with landlords and obtained significant discounts on the passing rents for the period of occupation. Surrenders were offered following the vacation of the stores. To date, 47 leases have been surrendered or expired. The remaining leases that are still active will be disclaimed following our move to CVL.

## Other assets

We successfully pursued the refund from the group life assurance scheme relating to premiums paid for annual employee life cover pre-appointment. The amount refunded was £31,967.

CAPA has continued to finalise business rates liabilities. As at the date of this report, MUKL had paid £2.37m in business rates and had recovered £1.72m for historic overpayments of rates.

## Multilateral interchange claims

The Administrators have been liaising with lawyers concerning ongoing litigation that MUKL has with VISA and Mastercard. MUKL is part of a group of claimants that are in the process of taking action against VISA and Mastercard to recover multilateral interchange fees that have been found by the European Commission as being in restriction of competition. In the summer of 2020, the UK Supreme Court upheld this view in a separate litigation brought by a number of UK supermarkets. The total value of MUKL's claim is not disclosed here for commercial reasons. The Administrators are continuing to work with the lawyers to achieve a favourable settlement, but as these attempts have been unsuccessful to date, it seems increasingly likely that this matter may proceed to full litigation.

As explained earlier in this report, should the claims against VISA and Mastercard be successful, there is a reasonable prospect that the net realisations could be sufficient to enable the secured creditor to be paid in full and allow funds for a further distribution to be made to the unsecured creditors.

## Connected party transactions

There have been no connected party transactions in the period.

As previously disclosed, MUKL and MGBL, the purchaser of the international franchise contracts and intellectual property of the MUKL business, have a common ultimate parent, being Mothercare plc.

There were also common directors between the two parties above, William Glyn Lawrence Hughes and Kevin Jonathan Rusling.

Further details on why a sale to a connected party was undertaken can be found in the "Information regarding the sale of a specific assets of Mothercare UK Limited on 5 November 2019 as required by Statement of Insolvency Practice No.16 ("SIP16")" on the dedicated website [www.pwc.co.uk/mothercareuk](http://www.pwc.co.uk/mothercareuk).

## **Approval of our proposals**

We issued to creditors our proposals dated 23 December 2019 for achieving the purpose of administration. Creditors approved our proposals by a deemed consent on 6 January 2020.

We attach a summary of our proposals at Appendix A.

## **Investigations and actions**

Nothing has come to our attention during the period under review to suggest that we need to do any more work in line with our duties under the Company Directors' Disqualification Act 1986 and Statement of Insolvency Practice No.2.

## **Tax clearance**

We fulfilled our duties as proper officers for tax during the period of the administrations and filed VAT and corporation tax returns for all relevant accounting periods. Currently we are not seeking any tax clearances from HMRC as we will still continue to prepare tax returns once we have moved to CVL.

## **Our final receipts and payments account**

We set out in Appendix B an account of our final receipts and payments in the administration.

## **Our expenses**

We set out in Appendix C statements of the final expenses that we incurred to the date covered by this report.

The statement excludes any potential tax liabilities that we may need to pay as an administration or liquidation expense in due course because amounts due will depend on the position at the end of the tax accounting period.

## **Our fees**

We set out in Appendix D an update on our remuneration which covers our fees, disbursements and other related matters.

## **Creditors' rights**

Creditors have the right to ask for more information within 21 days of receiving this report as set out in Rule 18.9 IR16. Any request must be in writing. Creditors can also challenge fees and expenses within eight weeks of receiving this report as set out in Rule 18.34. This information can also be found in the guide to fees at:

<https://www.icaew.com/-/media/corporate/files/technical/insolvency/creditors-guides/2021/administration-creditor-fee-guide-1-april-2021.ashx?la=en>

You can also get a copy free of charge by telephoning Matthew Duckworth on 0113 289 4000.

# Ongoing matters

## Multilateral interchange claim

Since the date of our last progress report, we have continued to liaise with our lawyers concerning this matter and ensure that progress is being made where possible. However, it still appears increasingly likely that this matter may proceed to full litigation.

## Tax and VAT

We will continue to prepare and submit corporation tax returns to HMRC in the CVL, assuming there are further taxable realisations. Should we conclude that it is unlikely that there will be any further taxable realisations we will prepare our final corporation tax return and request tax clearance from HMRC.

We will prepare our final VAT return to HMRC for the quarter ending 30 November 2022 and deregister for VAT thereafter. Any subsequent transactions that incur VAT will be periodically reported to HMRC by way of a VAT426 form.

## Next report

The next report to creditors will be circulated by the liquidators in approximately 12 months.

If you've got any questions, please get in touch with Matthew Duckworth on 0113 289 4000.

Yours faithfully

For and on behalf of the Company



Toby Banfield  
Joint Administrator

*Zelf Hussain, David Robert Baxendale and Mark James Tobias Banfield, were appointed as Joint Administrators of Mothercare UK Limited on 5 November 2019 to manage its affairs, business and property as its agents and without personal liability. Zelf Hussain, David Robert Baxendale and Mark James Tobias Banfield are licensed in the United Kingdom to act as insolvency practitioners by the Institute of Chartered Accountants in England and Wales.*

*The Joint Administrators are bound by the Insolvency Code of Ethics which can be found at:  
<https://www.gov.uk/government/publications/insolvency-practitioner-code-of-ethics>.*

*The Joint Administrators may act as controllers of personal data as defined by the UK data protection law depending upon the specific processing activities undertaken. PricewaterhouseCoopers LLP may act as a processor on the instructions of the Joint Administrators. Personal data will be kept secure and processed only for matters relating to the Joint Administrators' appointment. Further details are available in the privacy statement on the PwC.co.uk website or by contacting the Joint Administrators.*



# Appendices

# Appendix A: Summary of our proposals

We pursued objective 3(1)(b) of Sch B1 IA86, i.e. which was to achieve a better result for the company's creditors as a whole than would be likely if the company were wound up (without first being in administration). We followed this objective for the Company because it was not possible to achieve objective (a) as we couldn't rescue the Company as a going concern.

We believed that this objective will be achieved because:

- We continued to trade the business of MUKL to maximise the value achieved for the stock (which is a significant asset) with sales being made to consumers under normal trading conditions at set retail prices with controlled discounts being applied if appropriate. The sale of stock on a forced sale basis in liquidation would have resulted in less control over prices achieved and lower sales values for stock;
- By selling the majority of stock in situ from stores we would have reduced the logistical costs of transferring all stock to a central location for sale e.g. auction; and
- MBSL's support for the process will have enhanced realisations in MUKL, thereby reducing the cross-guarantee liabilities that MBSL is also responsible for, and lead to an enhanced outcome for the balance of MBSLs creditors.

Our proposals were to sell the international franchise contracts and intellectual property of the MUKL business together with rights to key operating contacts to MGBL, and to allow the UK retail business to trade under our supervision for a period whilst the stock was wound down, rather than immediately shutting down the stores.

The initial consideration for the purchase of the international business and brand was non-cash, with the Purchaser assuming certain MUKL liabilities, notably the MUKL defined benefit pension schemes with a s75 buyout deficit of £159.1m and certain trade creditor balances totalling £3.75m. In addition, as part of the transaction, it was agreed that intercompany balances due from MUKL to other members of the Group of £168.8m would not participate in any dividend distribution made in MUKL. We also proposed to monitor and calculate any top up consideration payable under the terms of the contract, as discussed earlier in this report.

We instructed Gordon Brothers as retail agents to oversee the running of the stores. As part of our contract with Gordon Brothers, a minimum net realisation into the administration estate was agreed. The fee structure incentivises Gordon Brothers to continue to drive sales at competitive prices in the stores and keep trading costs as low as possible, and also protects the administration estate and realisations for creditors.

The costs of trading were being funded from trading revenues and other asset realisations. In order to ensure sufficient cash was available in the initial stages, we secured funding of £8m from Gordon Brothers.

Once the majority of the stock was sold through the stores, or stores ceased to be viable, we implemented a phased closure plan until all stores were closed. We then sought to realise value for any assets that remained in the stores and to the extent not sold, we would hand the properties back to landlords.

One of our duties was to look at the actions of anybody who had been a director of the Company in the three years before our appointment. We submitted our findings to the BEIS within three months of our appointment.

We used the administration to continue and to wind up the Company's affairs, including dealing with VAT, tax, and other statutory and compliance matters.

We would seek claims from preferential creditors with the intention of adjudicating them and paying a dividend to the preferential creditors.

We would also seek claims from unsecured creditors with the intention of adjudicating them and paying a dividend to the unsecured creditors by virtue of the prescribed part (or otherwise, if there were sufficient realisation to allow it).

We said that our exit route would be dependent on the outcome of the administration. We could use any of the possible options set out in the Insolvency Act to bring the administration to an end, including:

1. If there was a dividend to unsecured creditors over and above that from the prescribed part, we may opt to put the Company into creditors' voluntary liquidation so that the liquidator can pay the dividend. If this happens, we proposed that Zelf Hussain, Tobias Mark James Banfield and David Robert Baxendale (or any successors in

office as administrators) would be appointed as joint liquidators and that any act required or authorised to be done by the joint liquidators can be done by either or both of them.

2. Alternatively, once we had finished our other work, we would apply to the court for permission to pay any surplus funds to unsecured creditors. If this was granted, we would end the administration by filing a notice with the Registrar of Companies and MUKL will be dissolved three months later. If we didn't get permission, we would put the company into creditors' voluntary liquidation, or comply with the terms of any court order if different. If MUKL went into creditors' voluntary liquidation, we proposed that Zelf Hussain, Tobias Mark James Banfield and David Robert Baxendale (or any successors as administrators) would be appointed as joint liquidators and that any act required or authorised to be done by the joint liquidators can be done by either or both of them.
3. Or, if there wasn't going to be a dividend other than from the prescribed part for unsecured creditors after all, once we have distributed any prescribed part and finished our other work, we would file a notice with the Registrar of Companies and MUKL will be dissolved three months later. But if we thought that there are matters that should be conducted in a liquidation rather than in the administration because, for example, the costs of extending the administration would outweigh the benefit to creditors, we would instead apply for a court order ending the administration and for MUKL to be wound up.

In light of the above, our proposed exit route is to move the Company to CVL.

# Appendix B: Receipts and payments

## GBP Account

Directors' statement of affairs (£)		5 November 2019 to 4 May 2022	5 May 2022 to 4 November 2022	5 November 2019 to 4 November 2022
		(£)	(£)	(£)
	Trading Account			
	<b>Trading Receipts</b>			
	Sales	61,129,279.03	-	61,129,279.03
	Sales - Concessionary Sales	2,015,884.22	-	2,015,884.22
	Debtor receipts due to MGBL	3,025,638.67	-	3,025,638.67
	Debtor receipts due to MGBL - Payroll contribution from MGBL	2,285,099.27	-	2,285,099.27
	Debtor receipts due to MGBL - PAYE/NIC contribution from MGBL	460,931.39	-	460,931.39
	Miscellaneous Income	3,249.13	-	3,249.13
	Sales commission	175,981.88	-	175,981.88
	Sundry fixed assets	210,684.67	-	210,684.67
	Suspense Account (Note 6)	-	-	-
32,575,733	<b>Total Trading Receipts</b>	<b>69,306,748.26</b>	-	<b>69,306,748.26</b>
	<b>Trading Payments</b>			
	Payments to concession partners	4,442,809.10	-	4,442,809.10
	Expeditors carriage costs	326,365.44	-	326,365.44
	Indirect Labour	24,459.00	-	24,459.00
	Rents	1,206,670.29	(248.32)	1,206,421.97
	Rates	1,496,329.40	(190,054.29)	1,306,275.11
	Telephone	657.61	-	657.61
	Warehouse Costs	5,777,374.39	-	5,777,374.39
	IT Consultancy & Professional Fees (Note 7)	285,988.28	-	285,988.28
	Refunds / write offs	26,544.46	-	26,544.46
	Lease/Hire/HP Payments	639.17	-	639.17
	Duress Payments	4,999,328.11	-	4,999,328.11
	Repairs & Maintenance	259,240.13	-	259,240.13
	Sundry Expenses	113,923.21	-	113,923.21
	Store Running Costs	1,066,086.85	-	1,066,086.85
	Distribution costs	622,857.40	-	622,857.40
	Licenses, trade marks, royalties etc	20,525.17	-	20,525.17
	Agents' Fees & Disbursements (Note 8)	12,137,360.34	152,216.85	12,289,577.19
	Duty Tax	1,275,894.35	-	1,275,894.35
	Marketing & Office costs	126,304.60	-	126,304.60
	Irrecoverable VAT	63,893.00	-	63,893.00
	Utilities	701,567.70	6,550.23	708,117.93
	Wages & Salaries	8,280,589.15	-	8,280,589.15
	PAYE/NIC and Pension Deductions	2,224,412.57	-	2,224,412.57
	Employee/Subcontractor Costs & Expenses	20,776.11	-	20,776.11
	<b>Total Trading Payments</b>	<b>45,500,595.83</b>	<b>(31,535.53)</b>	<b>45,469,060.30</b>
	<b>Trading Surplus / (Deficit)</b>	<b>23,806,152.43</b>	<b>31,535.53</b>	<b>23,837,687.96</b>
	Fixed Charge Account			
	<b>Receipts</b>			
10,000,000	Mothercare UK Trademark / Brand (Note 9)	-	-	-
	<b>Total Receipts</b>	-	-	-
	<b>Balance on Fixed Charge Account</b>	-	-	-

	Floating Charge Account			
	<b>Receipts</b>			
1,900,933	Cash / Balance at Bank	274,909.85	363,255.66	638,165.51
2,058,790	Book debts	4,045,975.55	-	4,045,975.55
	Pre-appointment VAT refund	381.42	-	381.42
	Insurance claims and refunds	42,504.38	-	42,504.38
	Licenses, trade marks, royalties	51,051.57	-	51,051.57
	Sundry debts & refunds	42,147.10	-	42,147.10
	Pensions & Life Policies	31,967.14	-	31,967.14
	Bank Interest Gross	55,513.29	-	55,513.29
	Trading Surplus	23,806,152.43	31,535.53	23,837,687.96
	<b>Total Receipts</b>	<b>28,350,602.73</b>	<b>394,791.19</b>	<b>28,745,393.92</b>
	<b>Payments</b>			
	Agents' Fees for property site visits and rates refunds	36,109.42	-	36,109.42
	Legal Fees / Disbs	380,461.36	2,418.00	382,879.36
	Licenses, trade marks, royalties	316.48	-	316.48
	Office costs, Stationery & Postage	519.00	-	519.00
	Pre-appointment legal fees	241,008.88	-	241,008.88
	Professional fees	18,745.34	1,700.00	20,445.34
	Office holders' fees (Fixed fee)	2,195,000.00	-	2,195,000.00
	Office holders' fees (Prescribed Part fee)	120,000.00	-	120,000.00
	Office holders' pre-appointment fees (Fixed fee)	375,000.00	-	375,000.00
	Insurance	71,847.25	1,931.26	73,778.51
	Storage costs for collections and retention of data	13,392.00	930.29	14,322.29
	Statutory advertising	350.90	-	350.90
	Finance / Bank interest & charges	158,115.48	44.00	158,159.48
	<b>Total Payments</b>	<b>3,610,866.11</b>	<b>7,023.55</b>	<b>3,617,889.66</b>
	<b>Balance on Floating Charge Account</b>	<b>24,739,736.62</b>	<b>387,767.64</b>	<b>25,127,504.26</b>
	<b>Preferential Creditors</b>			
	Distribution to the preferential creditors (100p in the £)	525,833.92	-	525,833.92
	<b>Total preferential creditor entitlements</b>	<b>525,833.92</b>	<b>-</b>	<b>525,833.92</b>
	<b>Secured Creditor</b>			
	Distribution to the floating charge creditor	21,795,000.00	-	21,795,000.00
	<b>Total secured creditor entitlements</b>	<b>21,795,000.00</b>	<b>-</b>	<b>21,795,000.00</b>
	<b>Unsecured Creditors</b>			
	Distribution to the unsecured creditors by virtue of the prescribed part (0.65p in the £)	478,969.42	-	478,969.42
	<b>Total unsecured creditor entitlements</b>	<b>478,969.42</b>	<b>-</b>	<b>478,969.42</b>
	VAT control account (Note 1)	(150,362.61)	(6,564.60)	(156,927.21)
	<b>Total</b>	<b>1,789,570.67</b>	<b>381,203.04</b>	<b>2,170,773.71</b>
	Represented by:			
	Administration bank account (Barclays)	704,931.44	381,247.04	1,086,178.48
	Administration bank account (HSBC)	1,084,639.23	(44.00)	1,084,595.23
	Dividend bank account (Barclays - closed)	-	-	-
	ELC client account (Closed)	-	-	-
	Reserve account (Closed)	-	-	-
	<b>Total held in non-interest bearing current accounts</b>	<b>1,789,570.67</b>	<b>381,203.04</b>	<b>2,170,773.71</b>

## Notes to the R&P

1. Amounts shown exclude VAT and all VAT is recoverable.
2. All costs are treated as floating charge expenses in accordance with the secured creditors' security over the Company's assets. Costs applicable to the trading period are shown separately.
3. As explained further in Appendix C, our fees are based on a set fee. The receipts and payments account shows the total drawn to date. No fees have been received by the administrators other than as shown in the receipts and payments account.
4. No payments have been made to associates or any party who could reasonably be perceived as an associate during the period of this report.
5. We consider all payments made during the period to be proportionate in the context of the administration.
6. As we noted in our previous reports, we had contacted a small number of counterparties in relation to unknown receipts that have been temporarily coded to a Suspense Account. We have now correctly coded all of these receipts that had originally been coded to the Suspense Account.

7. These payments primarily relate to payments for consultancy services relating to the operation, maintenance and development of IT systems which were vital to the ongoing trading of the business, close down of stores and ability to transact with MGBL to allow a smooth transition period.
8. These payments relate to payments made to Gordon Brothers for acting as our retail agents. It includes £1.6m for costs incurred by Gordon Brothers during the administration (for expenses such as marketing) and £4.3m of expenses incurred in the purchase of augment stock.
9. The brand, intellectual property and franchise agreements were sold for initial consideration which was non-cash and involved the mitigation of some £332m of liabilities. As we anticipate that there will be a shortfall to the secured creditors in the administration, further cash consideration will become payable under the sale agreement.

## USD Account

Directors' statement of affairs (£)		5 November 2019 to 4 May 2022 (\$)	5 May 2022 to 4 November 2022 (\$)	5 November 2019 to 4 November 2022 (\$)
Receipts and Payments Account				
<b>Receipts</b>				
Mothercare Global funds received		2,875,874.27	-	2,875,874.27
Trademarks and Licenses		(43.71)	-	(43.71)
Bank Interest Gross		105.82	-	105.82
<b>Total Receipts</b>		<b>2,875,936.38</b>	<b>-</b>	<b>2,875,936.38</b>
<b>Payments</b>				
Mothercare Global funds received		2,875,874.27	-	2,875,874.27
Finance / Bank interest & charges		62.11	-	62.11
<b>Total Payments</b>		<b>2,875,936.38</b>	<b>-</b>	<b>2,875,936.38</b>
<b>Net receipts</b>		<b>-</b>	<b>-</b>	<b>-</b>
VAT control account		-	-	-
<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>
Represented by:				
Administration bank account		-	-	-
<b>Total held in interest bearing current accounts</b>		<b>-</b>	<b>-</b>	<b>-</b>

## EUR Account

Directors' statement of affairs (£)	5 November 2019 to 4 May 2022 (€)	5 November 2021 to 4 May 2022 (€)	5 November 2019 to 4 November 2022 (€)
<b>Receipts and Payments Account</b>			
<b>Receipts</b>			
Mothercare Global funds received	375,803.89	-	375,803.89
Cash in hand	-	-	-
Bank Interest Gross	23.57	-	23.57
<b>Total Receipts</b>	<b>375,827.46</b>	<b>-</b>	<b>375,827.46</b>
<b>Payments</b>			
Mothercare Global funds received	375,803.89	-	375,803.89
Finance / Bank interest & charges	23.57	-	23.57
<b>Total Payments</b>	<b>375,827.46</b>	<b>-</b>	<b>375,827.46</b>
<b>Net trading receipts</b>	<b>-</b>	<b>-</b>	<b>-</b>
VAT control account	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>
Represented by:			
Administration bank account	108.42	(108.42)	-
<b>Total held in non-interest bearing current accounts</b>	<b>108.42</b>	<b>(108.42)</b>	<b>-</b>

# Appendix C: Expenses

Expenses are amounts properly payable by us as administrators from the estate, but excludes our fees and distributions to creditors. These include disbursements which are expenses met by and reimbursed to an office holder in connection with an insolvency appointment.

Expenses fall into two categories:

Expense	SIP 9 definition
Category 1	Payments to persons providing the service to which the expense relates who are not an associate of the office holder.
Category 2	Payments to our firm or our associates or which have an element of shared costs (for example, photocopying and mileage disbursements, or costs shared between different insolvent estates).

We don't need approval from creditors to draw Category 1 expenses as these have all been provided by third parties but we do need approval to draw Category 2 expenses. The body of creditors who approve our fees (in this case the general body of creditors) also has the responsibility for agreeing the policies for payment of Category 2 expenses. The rate for services provided by the Administrators' own firm (Category 2 expenses) may periodically rise (for example to cover annual inflationary cost increases) over the period of the administration. All other disbursements to be charged at cost.

The following table provides a breakdown of the Category 2 expenses that have been incurred by us as administrators or our associates, together with details of the Category 1 expenses that have been incurred by PwC and will be recharged to the case.

Category	Costs incurred by	Policy	Costs incurred £
2	PwC	<b>Photocopying</b> - up to 10 pence per side copied, only charged for circulars to creditors and other bulk copying.	-
2	PwC	<b>Mileage</b> - At a maximum of 64 pence per mile (up to 2,000cc) or 80 pence per mile (over 2,000cc) for petrol/diesel/hybrid; at a maximum of 72 pence per mile for fully electric and at a maximum of 12 pence per mile for a bicycle	-
1	PwC	<b>Storage</b>	1,982.00
<b>Total</b>			<b>1,982.00</b>

The expense policy set out above has been approved by the general body of creditors.

The table below provides details of the expenses incurred in the administration. The table also excludes any potential tax liabilities that we may need to pay as an administration expense because amounts becoming due will depend on the position at the end of the tax accounting period. The table should be read in conjunction with the receipts and payments account at Appendix A, which shows expenses actually paid during the period and the total paid to date.



	Expenses incurred brought forward from 5 May 2022	Expenses incurred in this period	Total expenses to 4 November 2022	Estimated future	Anticipated total	Initial Estimated total	Variance
<b>Trading expenses</b>	<b>24,853,560.53</b>	<b>(182,954.00)</b>	<b>24,670,596.53</b>	<b>630,131.56</b>	<b>25,300,728.09</b>	<b>24,967,632.08</b>	<b>333,096.01</b>
Costs of sales	1,092,631.31	-	1,092,631.31	-	1,092,631.31	2,685,937.67	(1,593,306.36)
Gross wages & salaries	10,550,236.83	-	10,550,236.83	-	10,550,236.83	8,971,609.01	1,578,627.82
Rent & rates	3,036,406.47	(193,578.00)	2,842,828.47	330,131.56	3,172,960.03	4,301,677.24	(1,128,717.21)
Distribution, utilities and other operating expenses	10,174,275.92	10,624.00	10,184,899.92	300,000.00	10,484,899.92	9,008,408.16	1,476,491.76
<b>Other expenses</b>	<b>24,982,071.18</b>	<b>156,117.00</b>	<b>25,137,188.18</b>	<b>596,740.65</b>	<b>25,733,928.83</b>	<b>23,077,551.60</b>	<b>2,656,377.23</b>
Agents' fees and disbursements (Gordon Brothers)	12,137,359.94	152,217.00	12,289,576.94	85,740.65	12,375,317.59	10,817,089.13	1,558,228.46
Duress payments	4,999,328.11	-	4,999,328.11	-	4,999,328.11	4,963,428.70	35,899.41
Concession Payments	4,442,809.10	-	4,442,809.10	-	4,442,809.10	3,609,051.84	833,757.26
Legal fees and expenses	381,961.48	918.00	382,879.48	506,000.00	888,879.48	752,454.84	136,424.64
Office holders' fees	2,315,000.00	-	2,315,000.00	-	2,315,000.00	2,215,000.00	100,000.00
Office holders' disbursements	80,919.34	1,982.00	82,901.34	5,000.00	87,901.34	54,641.56	33,259.78
Pre-administration costs (PwC)	375,000.00	-	375,000.00	-	375,000.00	380,901.20	(5,901.20)
Pre-administration costs (Kirkland & Ellis LLP)	241,008.88	-	241,008.88	-	241,008.88	276,574.00	(35,565.12)
Pre-administration costs (Metis LLP)	8,333.33	-	8,333.33	-	8,333.33	8,333.33	-
Statutory advertising	351.00	-	351.00	-	351.00	77.00	274.00
<b>Total</b>	<b>49,835,621.71</b>	<b>(27,837.00)</b>	<b>49,807,784.71</b>	<b>1,226,872.20</b>	<b>51,034,656.91</b>	<b>48,045,183.68</b>	<b>2,989,473.23</b>

Almost all trading related expenses were incurred in the first reporting period. However, a significant proportion of these expenses were not agreed and have been paid during the previous and the current reporting periods. A small proportion remains subject to negotiation or the receipt of final invoices. Amounts that were not agreed until the current reporting period or the immediate prior period are included in the "Expenses incurred in this period column" and we have included in the "Estimated future" column our best estimate of those expenses which have yet to be agreed.

During the current reporting period, we have recovered rates overpayments which have offset the previously reported liability, which explains the negative expenses incurred in this period. We have also been able to finalise the liabilities of certain other trading costs, which has meant we have been able to release some contingencies made in our last progress report, but we have included prudent contingencies for future legal fees for ongoing matters that may require further input from our solicitors. In the event that this is not required, these provisions will be released.

# Appendix D: Remuneration update

Our fees were approved on a fixed fee basis by the general body of creditors. As at the date of our last progress report we had drawn fees of £2,215,000 in line with the approval given.

In our last report, we requested that the creditors approve an increase in our fees by £100,000 as a result of the additional work we needed to do, and still need to do, in respect of the interchange claim, but also the statutory work of the administration such as reporting to creditors, completing VAT and tax returns, and dealing with enquiries from creditors, and former employees and customers.

Our additional fee request was approved on 24 January 2022 and we drew the additional fees of £100,000 on 17 March 2022 bringing our total fees drawn to 4 May 2022 to £2,315,000, as shown on the enclosed receipts and payments account.

Our last fee request to creditors was made on the assumption that the administration would end by the end of October this year without exiting into liquidation, and that there would be insufficient funds to make a further distribution to unsecured creditors. As we are now exiting the administration into creditors' voluntary liquidation, which may last more than one year, it may be necessary to come back to creditors in due course to obtain approval for our fees as liquidators.

We set out in this Appendix details of our work to date, anticipated future work, subcontracted work and payments to associates.

## **Payments to associates**

No payments have been made to associates or any party who could reasonably be perceived as an associate during the period of this report. Relevant parties have been chosen due to their specific area of expertise or technical knowledge and payments to those parties based on standard commercial terms

## Our work in the administration

Whilst this is not an exhaustive list, in this table we provide more detail on the key areas of work:

Work undertaken	Why the work was necessary	What, if any, financial benefit the work provided to creditors OR whether it was required by statute
<b>Accounting and treasury</b>		
<ul style="list-style-type: none"> <li>Dealing with receipts, payments and journals;</li> <li>Carrying out bank reconciliations and managing investment of funds; and</li> <li>Corresponding with the bank regarding specific transfers.</li> </ul>	<ul style="list-style-type: none"> <li>Preparing and authorising receipt and payment vouchers and carrying out bank reconciliations.</li> <li>Enables proper accounting to creditors and for taxes</li> </ul>	<ul style="list-style-type: none"> <li>Ensured funds are managed securely and that such funds are generating returns; and</li> <li>Complying with statutory and regulatory duties regarding the holding and accounting for funds.</li> </ul>
<b>Sale of business</b>		
<ul style="list-style-type: none"> <li>Reconciling receipts with the Purchaser to identify funds received which are due to the Purchaser under the sale agreement, and obtaining payment for services provided to the Purchaser;</li> <li>Arranging for the notarisation of franchise documents required to be transferred to MGBL; and</li> <li>Liaising with the Purchaser regarding its continuing obligations under the sale.</li> </ul>	<ul style="list-style-type: none"> <li>Necessary to ensure the best outcome for the creditors.</li> </ul>	<ul style="list-style-type: none"> <li>Ensured creditors as a whole received the best outcome.</li> </ul>
<b>Assets (including Property)</b>		
<ul style="list-style-type: none"> <li>Liaising with landlords and their managing agents of properties to seek surrenders of the leases. To date, 47 have been accepted by the landlords and/or have expired;</li> <li>Liaising with all utility providers to secure final settlements and invoices for the periods of our occupation on all properties, and making payments as appropriate;</li> <li>Liaising with CAPA and the relevant rating authorities to make payments for business rates for the period of our occupation and securing £1.72m of historic overpayment of business rates which were paid prior to the administration and/or changes in historic rateable values; and</li> <li>Liaising with lawyers around the ongoing litigation that MUKL has with Visa and Mastercard.</li> <li>Chasing up landlords who have not yet invoiced us for the periods of our occupation on agreed terms;</li> <li>Agreement and payment of all outstanding rent, service charge and insurance on all properties;</li> </ul>	<ul style="list-style-type: none"> <li>Necessary to negotiate with landlords and liaise with agents in order to reduce MUKL's liabilities in respect of its property portfolio and utility costs; and</li> <li>Necessary to ensure maximum asset realisations.</li> </ul>	<ul style="list-style-type: none"> <li>Rental savings enhanced the outcome for creditors by £1.72m.</li> <li>Steps taken to effect surrenders, end ongoing utility liabilities and reclaim historic rates overpayments mitigates creditor and expense claims against the administration; and</li> <li>Maximise asset realisations in the administrations</li> </ul>
<b>Other assets</b>		
<ul style="list-style-type: none"> <li>Corresponding with debtors including liaising with lawyers around the</li> </ul>	<ul style="list-style-type: none"> <li>Necessary to ensure maximum asset</li> </ul>	<ul style="list-style-type: none"> <li>Maximise asset realisations in the administrations.</li> </ul>

<ul style="list-style-type: none"> <li>ongoing litigation that MUKL has with Visa and Mastercard;</li> <li>Agreement of the basis for a settlement of the intercompany debts owed to MBSL;</li> <li>Liaising with purchasers of stock as part of a final reconciliation and settlement of funds between MUKL and MGBL;</li> <li>Finalise sales of any remaining chattel assets, including fixtures and fittings, by liaising with Gordon Brothers; and</li> <li>Liaising with the Company's pre-appointment bankers to secure cash sweeps in respect of bank accounts that remained open.</li> </ul>			realisations.
<b>Insurance</b>			
<ul style="list-style-type: none"> <li>Reviewing insurance policies;</li> <li>Corresponding with insurer regarding ongoing insurance requirements;</li> <li>Liaising with pre and post appointment insurance claimants and brokers;</li> <li>Realising any value within policies; and</li> <li>Notifying insurers of any surrendered leases to reduce the premium charged.</li> </ul>	<ul style="list-style-type: none"> <li>Necessary to ensure appropriate insurance of assets and to ensure that assets are properly dealt with.</li> <li>Pursuing insurance claims where appropriate to mitigate losses.</li> </ul>	<ul style="list-style-type: none"> <li>Mitigation of the risk of claims against the administration and loss of assets.</li> </ul>	
<b>Closure procedures</b>			
<ul style="list-style-type: none"> <li>Arranged for bank accounts to be taken off interest bearing; and</li> <li>Preparation for the closure of the administration.</li> </ul>	<ul style="list-style-type: none"> <li>Ensure that the Company's affairs are wound down in an orderly manner.</li> </ul>	<ul style="list-style-type: none"> <li>Ensure that the Company's affairs are wound down in an orderly manner.</li> </ul>	
<b>Creditors</b>			
<ul style="list-style-type: none"> <li>Regularly reviewing the dividend bank account to ensure creditor cheques have been banked;</li> <li>Receiving and following up with creditor enquiries via telephone, email and post;</li> <li>Liaising with creditor queries regarding their dividend cheques;</li> <li>Arranging for dividend cheques to be re-issued where creditors have moved address or did not receive their cheque; and</li> <li>Arranging for the payment of unclaimed dividends to be paid to the ISA.</li> </ul>	<ul style="list-style-type: none"> <li>Necessary to ensure a dividend payment can be made to creditors.</li> </ul>	<ul style="list-style-type: none"> <li>Direct benefit to creditors through payment of distributions and provision of information.</li> </ul>	
<b>Employees and pensions</b>			
<ul style="list-style-type: none"> <li>Receiving and following up employee enquiries via telephone, post and email;</li> <li>Reviewing employee tribunal claims and arranging for settlement under terms of a Consent Judgement;</li> <li>liaising with the Purchaser and investigating company records in relation to a employee liability claim;</li> </ul>	<ul style="list-style-type: none"> <li>Support employees to obtain compensation due from RPS; and</li> <li>Dealing with employee queries to mitigate the risk of individual claims.</li> <li>Necessary to ensure maximum asset realisations.</li> </ul>	<ul style="list-style-type: none"> <li>Mitigation of claims insofar as possible; and</li> <li>Direct benefit to creditors through payment of distributions.</li> </ul>	

- Liaising with the RPS and external agencies; and
- Providing references to former employees upon their request.
- Dealing with general pension scheme issues; and
- Realising the refund from the group life assurance scheme relating to premiums paid for annual employee life cover pre-appointment.

#### Secured creditors

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|--|---|--|
| <ul style="list-style-type: none"> <li>• Preparing updates to the secured creditors;</li> <li>• Responding to secured creditors' queries; and</li> <li>• Making distributions in accordance with security entitlements.</li> </ul> | <ul style="list-style-type: none"> <li>• Necessary to determine the value of creditor claims so that a distribution strategy may be determined, and dividend payments made to creditors.</li> </ul> | <ul style="list-style-type: none"> <li>• Direct benefit to creditors through payment of distributions and provision of information.</li> </ul> |
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#### Preferential creditors

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|--|---|--|
| <ul style="list-style-type: none"> <li>• Collating information necessary to identify and agree preferential claims;</li> <li>• Corresponding with employees regarding dividend;</li> <li>• Issuing the NOID to all preferential creditors that we are aware of;</li> <li>• Preparing, issuing and receiving employee preferential claim agreement forms; and</li> <li>• Corresponding with the RPS regarding proof of debt.</li> </ul> | <ul style="list-style-type: none"> <li>• Necessary to determine the value of creditor claims so that a distribution strategy may be determined, and dividend payments made to creditors.</li> </ul> | <ul style="list-style-type: none"> <li>• Direct benefit to creditors through payment of distributions and provision of information.</li> </ul> |
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#### Unsecured creditors

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|---|---|--|
| <ul style="list-style-type: none"> <li>• Setting up a dedicated website for delivery of initial and ongoing communications and reports;</li> <li>• Receiving and following up with creditor enquiries via telephone, email and post;</li> <li>• Reviewing and preparing correspondence to creditors and their representatives with regard to information requests;</li> <li>• Identifying potential creditors from statement of affairs, company records, correspondence from customers and suppliers and employee records;</li> <li>• Preparing correspondence to potential creditors inviting lodgment of proof of debt;</li> <li>• Receiving proofs of debt and maintaining register;</li> <li>• Adjudicating claims, including requesting further information from claimants;</li> <li>• Issuing the NOID to all unsecured creditors that we are aware of; and</li> <li>• Responding to creditor and customer queries.</li> </ul> | <ul style="list-style-type: none"> <li>• Necessary to determine the value of creditor claims so that a distribution strategy may be determined, and dividend payments made to creditors.</li> </ul> | <ul style="list-style-type: none"> <li>• Direct benefit to creditors through payment of distributions and provision of information.</li> </ul> |
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#### Statutory and compliance

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| <ul style="list-style-type: none"> <li>• Conducting case reviews;</li> <li>• Responding to external queries received, and reviewing and responding to post;</li> </ul> | <ul style="list-style-type: none"> <li>• Necessary to satisfy statutory and regulatory responsibilities; and</li> <li>• Keeping creditors informed and involved.</li> </ul> | <ul style="list-style-type: none"> <li>• Statutory and regulatory responsibilities.</li> </ul> |
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- Preparing and issuing periodic progress reports to creditors and the Registrar of Companies; and
- Safeguarding company books and records where not related to investigatory work, including the ongoing data preservation work for electronic data and collection of books and records from MGBL's warehouses.

#### Strategy and Planning

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|--|---|--|
| <ul style="list-style-type: none"> <li>• Holding team meetings and discussions regarding the status and progression of the administrations;</li> <li>• Consideration of the options for dealing with the interchange litigation and changing strategy to a exit into liquidation;</li> <li>• Preparing additional fee request and maintaining a schedule of votes received;</li> <li>• Updating the estimated outcome statement and preparing for future distributions.</li> </ul> | <ul style="list-style-type: none"> <li>• Planning and project managing the different workstreams of the administrations.</li> </ul> | <ul style="list-style-type: none"> <li>• Assisted in the efficient, structured and timely management of the administrations, leading to a faster completion of outstanding matters.</li> </ul> |
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#### Tax and VAT

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| <ul style="list-style-type: none"> <li>• Preparing tax computations for the post-appointment period 31 March 2022;</li> <li>• Complying with the Company's tax compliance obligations in India;</li> <li>• Preparing VAT return reconciliations and reconciling the import VAT paid in the administration;</li> <li>• Preparing and submitting the quarterly post-appointment VAT returns; and</li> <li>• Liaising with HMRC.</li> </ul> | <ul style="list-style-type: none"> <li>• Necessary to comply with our legal obligation to submit tax returns, to reach certainty on the post-administration tax position; and</li> <li>• Necessary to comply with our legal obligation to submit VAT returns, to reach certainty on the post-administration VAT position.</li> </ul> | <ul style="list-style-type: none"> <li>• Statutory and regulatory responsibilities; and</li> <li>• Ensure VAT recovery for the administration estate.</li> </ul> |
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#### Trading

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| <ul style="list-style-type: none"> <li>• Continuing to chase and settle outstanding trading expenses;</li> <li>• Authorising purchase orders and other commitments;</li> <li>• Closing out relationships with suppliers and ensuring that all accounts are settled correctly;</li> <li>• Liaising with the purchaser in relation to the realisation of overseas unsold stock;</li> <li>• Preparing and authorising receipt and payment vouchers;</li> <li>• Preparing EOS updates;</li> <li>• Liaising with merchant service providers in order to release funds into the estate; and</li> </ul> | <ul style="list-style-type: none"> <li>• Necessary to ensure that revenue was generated during the trading period; and</li> <li>• Ensured that the trading process went as smoothly as possible.</li> <li>• Necessary to complete any outstanding trading matters.</li> </ul> | <ul style="list-style-type: none"> <li>• Continuing to trade cost effectively and with appropriate supervision ensured trading losses were minimised.</li> </ul> |
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- Verifying the amounts due to the retail agents by agreeing all costs incurred to cost allocation workings.
  - Ongoing correspondence with customer queries, including liaising with MGBL in respect of customers who have purchased products since the Companies ceased to trade.
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## Our future work

We still need to do the following work; all of the outstanding matters listed here can be undertaken in the liquidation other than those specifically related to an administration procedure e.g. the final report and closure matters.

Work undertaken	What, if any, financial benefit the work provided to creditors OR whether it was required by statute
<b>Accounting and treasury</b>	
<ul style="list-style-type: none"> <li>Dealing with receipts, payments and journals;</li> <li>Carrying out bank reconciliations and managing investment of funds; and</li> <li>Corresponding with the bank regarding specific transfers.</li> </ul>	<ul style="list-style-type: none"> <li>Ensure proper stewardship of the funds held. Management of the funds will generate greater potential recoveries for creditors.</li> </ul>
<b>Assets</b>	
<ul style="list-style-type: none"> <li>Liaising with landlords and their managing agents to complete on the surrenders of remaining properties;</li> <li>Paying any outstanding rent, service charge and insurance on all properties;</li> <li>Liaising with any outstanding utility providers to secure final invoices for the periods of our occupation on all properties, and making payments as appropriate;</li> <li>Liaising with solicitors to disclaim any leases that remain outstanding as at the date we move to liquidation;</li> <li>Liaising with CAPA to secure refunds in respect of historic overpayments and/or changes in rateable values.</li> <li>Liaising with lawyers regarding the ongoing litigation that MUKL has with VISA and Mastercard, continuing such litigation as necessary as part of a group claim with a view to obtaining an acceptable settlement; and</li> <li>Dependent on the outcome of the interchange claim, obtaining payment of the relevant amount of deferred consideration arising out of the sale and purchase agreement.</li> </ul>	<ul style="list-style-type: none"> <li>Mitigate claims against the administration. Negotiations with landlords will lead to reductions in rental payments, resulting in greater potential recoveries for creditors; and</li> <li>Ensures the shortfall to the Secured Creditor is covered in compliance with the sale and purchase agreement.</li> </ul>
<b>Creditors</b>	
<ul style="list-style-type: none"> <li>Receiving and following up creditor enquiries via telephone, email and post; and</li> <li>If funds become available for a distribution to be made to unsecured creditors, issuing a NOID, agreeing any further claims received, then calculating, declaring and paying a dividend to the unsecured creditors.</li> </ul>	<ul style="list-style-type: none"> <li>Direct benefit to creditors through the provision of information.</li> </ul>
<b>Employees and Pensions</b>	
<ul style="list-style-type: none"> <li>Responding to employee reference requests as and when they are received; and</li> <li>Providing information as required in relation to employee liability claims.</li> </ul>	<ul style="list-style-type: none"> <li>Direct benefit to creditors through the provision of information.</li> </ul>
<b>Secured creditors</b>	
<ul style="list-style-type: none"> <li>Preparing reports to the secured creditors;</li> <li>Responding to the secured creditors queries; and</li> <li>Making distributions in accordance with security entitlements..</li> </ul>	<ul style="list-style-type: none"> <li>Direct benefit to creditors through payment of distributions and provision of information.</li> </ul>



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**Statutory and compliance**

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- Drafting and publishing a final report to creditors and filing a notice with the Registrar of Companies to exit the administration into creditors' voluntary liquidation;
  - Complying with statutory requirements for initial notices in the liquidation;
  - Conducting case reviews every six months;
  - Preparing and issuing periodic and final progress reports to creditors and the Registrar;
  - Issuing notices and associated documentation for seeking decisions of creditors, if needed, including any request in respect of liquidators' fees;
  - Dealing with records in storage;
  - Filing of documents; and
  - Updating checklists and diary management systems.
- Statutory and regulatory requirements.

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**Strategy and Planning**

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- Monitoring costs;
  - Progressing ongoing matters within the administration; and
  - Holding team meetings regarding the status of the administration.
- Assist in the timely, structured and efficient completion of the administration and return to creditors.

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**Tax and VAT**

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- Preparing tax computations for the post-appointment periods as they fall due;
  - Liaising with HMRC;
  - Preparing final VAT returns by way of a VAT 426.
- Statutory and regulatory requirements and enables reaching certainty on the post administration tax position.

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**Closure procedures**

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- Withdrawing undertakings not relating to trading and obtaining clearances from third parties;
  - Obtaining tax and VAT clearances from HMRC;
  - Completing checklists and diary management system; and
  - Closing down internal systems.
- Ensures that the Company's affairs are wound down in an orderly manner.
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## Our relationships

We have no business or personal relationships with the parties who approve our fees or who provide services to the administration where the relationship could give rise to a conflict of interest.

## Details of subcontracted work

The Administrators used retail and property agents during the course of the administration.

Gordon Brothers were selected as retail agents. They performed the following tasks on behalf of the Administrators:

- Overseeing the running of the stores during the trading period;
- Facilitating the close down of the stores following the trading period;
- Planned expenditure during the trading period; and
- Marketing and setting discounts and incentives for stock disposal during the trading period.

This was work subcontracted to Gordon Brothers due to their experience of large trading retail jobs and their industry knowledge. We appointed Gordon Brothers following a competitive tender process, which included a number of parties with the experience and capacity to act as retail agents for a retailer of this size.

This appointment was agreed pursuant to a consultancy agreement with Gordon Brothers, which was negotiated at arm's length and entered into shortly following the Administrators' appointment.

A key reason for Gordon Brothers' appointment was that their contract guaranteed a minimum return to the administration, and that Gordon Brothers' tender represented the best value for the administration.

CAPA were selected as property agents. They performed the following tasks on behalf of the Administrators:

- Securing rent reductions with landlords;
- Liaising with landlords for outstanding rental invoices;
- Securing rates refunds; and
- Liaising with local authorities for rates payable by the Administrations.

This work was subcontracted to CAPA due to their knowledge of the industry. CAPA have good relationships with a lot of landlords, the majority of which were present on this case. The Administrators felt it was more cost effective for CAPA to perform this work as they could utilise their contracts and experience in the industry to agree rent reductions and secure rates refunds.

## Legal and other professional firms

We've instructed the following professionals on this case:

Service provided	Name of firm	Reason selected	Basis of fees
Books and records assistance, including: <ul style="list-style-type: none"><li>• The provision of P60, payslips and other payroll / employee information.</li></ul>	MHR International UK Limited	Existing knowledge of the Company.	Fixed fee
Legal advice, including: <ul style="list-style-type: none"><li>• Dealing with the administration appointments, including retrospective administration application and court extension for MUKL;</li><li>• Dealing with the sale contract and post sale matters, including assignments;</li><li>• Assisting with dealing with DSARs received in the administration, and GDPR requirements of the Administrators;</li><li>• Liaising with utility provider's solicitors; and</li><li>• General legal advice.</li></ul>	Kirkland and Ellis LLP	Industry knowledge	Time costs and disbursements

Legal advice, including: <ul style="list-style-type: none"> <li>Assisting with the interchange claim against VISA and Mastercard</li> </ul>	Wallace LLP	Existing knowledge of the claim	Time costs and disbursements
Legal advice, including: <ul style="list-style-type: none"> <li>Dealing with formal surrender requests from landlords.</li> </ul>	Browne Jacobson LLP	Industry knowledge	Fixed fee per surrender
Legal advice, including: <ul style="list-style-type: none"> <li>Assisting with advice on Scottish properties</li> </ul>	Brodies LLP	Industry knowledge	Time costs and disbursements
Legal advice, including <ul style="list-style-type: none"> <li>Providing advice with regard to employment matters</li> </ul>	Mills & Reeve LLP	Industry knowledge	Time costs and disbursements
Legal advice, including <ul style="list-style-type: none"> <li>Providing advice over Bill of Lading issues with suppliers</li> </ul>	Clyde & Co LLP	Industry knowledge	Time costs and disbursements
Insurance brokers, including: <ul style="list-style-type: none"> <li>Providing open cover during the first month of the administration; and</li> <li>Continuing to provide insurance cover based on the specific requirements of the administration.</li> </ul>	Insolvency Risk Services	Industry knowledge	Insurance policy cost
Notary advice, including: <ul style="list-style-type: none"> <li>Notarising trade mark assignment agreements and power of attorney documents</li> </ul>	Peter David Knight Mantell - Notary Services	Industry knowledge	Fixed fee
Valuation advice, including <ul style="list-style-type: none"> <li>Providing brand valuation advice prior to the administration</li> </ul>	Metis Partners	Industry knowledge	Fixed fee
Property agents, including: <ul style="list-style-type: none"> <li>Assistance with meter disconnections and site visits.</li> </ul>	VPS UK Limited	Industry knowledge	Time costs and disbursements
Property agents, including: <ul style="list-style-type: none"> <li>Securing rates refunds in respect of historic changes to the rateable value of properties.</li> </ul>	Exacta Plc	Industry knowledge	Percentage rental reductions secured
Property agents, including: <ul style="list-style-type: none"> <li>Securing rent reductions with landlords;</li> <li>Liaising with landlords for outstanding rental invoices;</li> <li>Securing rates refunds; and</li> <li>Liaising with local authorities for rates payable by the administrations.</li> </ul>	CAPA	Industry knowledge	Percentage rental reductions secured
Retail agents, including: <ul style="list-style-type: none"> <li>Overseeing the running of the stores during the trading period;</li> <li>Facilitating the close down of the stores following the trading period;</li> </ul>	Gordon Brothers	Industry and trading knowledge	Fee structure based on net realisations including minimum guarantees for the administration

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<ul style="list-style-type: none"> <li>Planned expenditure during the trading period; and</li> <li>Planned discounts for stock during the trading period.</li> </ul>			
Statutory advertising, including: <ul style="list-style-type: none"> <li>The initial advertisement of the administration appointments; and</li> <li>The advertisement of the preferential and unsecured NOIDs.</li> </ul>	EPE Reynell Advertising Limited	Industry knowledge	Fixed fee per advertisement
Tax advice, including: <ul style="list-style-type: none"> <li>Tax filing for Indian subsidiaries; and</li> <li>Transfer of shares from MUKL to MGBL.</li> </ul>	BDO India	Industry knowledge and existing knowledge of the Company	Fixed fee
Tax advice, including: <ul style="list-style-type: none"> <li>Outstanding tax compliance work in respect of MUKL's cease of operations in Kuwait</li> </ul>	KPMG	Industry knowledge and existing knowledge of the Company	Fixed fee

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# Appendix E: Other information

<b>Court details for the administration:</b>	High Court of Justice Business and Property Courts of England and Wales Insolvency and Companies List (ChD) Case No. CR-2019-007351
<b>Company's registered name:</b>	Mothercare UK Limited
<b>Trading name:</b>	Mothercare UK Limited
<b>Registered number:</b>	00533087
<b>Registered address:</b>	Previously: Cherry Tree Road, Watford, Hertfordshire, WD24 6SH Now: % PricewaterhouseCoopers LLP, Central Square, 29 Wellington Street, Leeds, LS1 4DL
<b>Date of the joint administrators' appointment:</b>	5 November 2019
<b>Joint administrators' names, addresses and contact details:</b>	Zelf Hussain, Mark James Tobias (Toby) Banfield and David Robert Baxendale of Pricewaterhousecoopers LLP, 7 More London, Riverside, SE1 2RT Email address: <a href="mailto:uk_mothercare@pwc.com">uk_mothercare@pwc.com</a> Telephone number: 0113 289 4000
<b>Extension(s) to the initial period of appointment:</b>	Extended to 4 November 2022 by order of the Court