

Section 106

Form 4 72

**Return of Final Meeting in a  
Creditors' Voluntary Winding Up**

**Pursuant to Section 106 of the  
Insolvency Act 1986**

**S.106**

To the Registrar of Companies

Company Number

629804

Name of Company

Vivat Holdings Limited

I Christopher James Farnington  
1 Woodborough Road  
Nottingham  
NG1 3FG

1 give notice that a general meeting of the company was duly held on/summoned for 28 December 2012 pursuant to section 106 of the Insolvency Act 1986 for the purpose of having an account (of which a copy is attached) laid before it showing how the winding up of the company has been disposed of  
No quorum was present at the meeting.

2 give notice that a meeting of the creditors of the company was duly held on/summoned for 28 December 2012 pursuant to Section 106 of the Insolvency Act 1986, for the purpose of having the said account laid before it showing how the winding up the company has been conducted and the property of the company has been disposed of No quorum was present at the meeting

The meeting was held at Deloitte LLP, 1 Woodborough Road, Nottingham, NG1 3FG

The report covers the period from 7/09/2009 (commencement of winding up) to 28/12/2012 (close of winding up)

The outcome of the meeting (including any resolutions passed at the meeting) was as follows

That the Liquidators final report dated 27 November 2012 be approved

Signed



Date 28 December 2012

Deloitte LLP  
1 Woodborough Road  
Nottingham  
NG1 3FG

Ref LCAQ00N/JCFR/HPS/SF

THURSDAY



\*A1Z9H6O2\*

A35

03/01/2013

#273

COMPANIES HOUSE

**Vivat Holdings Limited**  
**(In Liquidation)**  
**Joint Liquidators' Abstract of Receipts & Payments**  
**From 7 September 2009 To 28 December 2012**

ESTIMATED  
STATEMENT OF  
AFFAIRS

£

£

**Assets Subject to Fixed Charge**

**Assets Subject to Floating Charge**

Refund of Cash Held	100 00
Group Life Insurance	8 484 32
Sundry Refund	114 64
Rent Refund	5 875 00
Settlement of Legal Claim	80,000 00
Surrender of Tax Loss	12,000 00
Assistance with Trade Mark Assignment	22 500 00
Bank Interest Gross	449 22
Cash at Bank	56,094 26

185 617 44


**Cost of Asset Realisation Floating Charge**

Preparation of S of A	7500
Liquidator's Fees	114132 96
Case Bonding	528
Postage	44
Legal Fees	6295 84
Rent Received in Error	56081 91
Corporation Tax	85 29
Storage Costs	570 54
Statutory Advertising	378 9

185,617 44

**Balance in Hand**

**NIL**

  
 \_\_\_\_\_  
 Christopher James Farrington  
 Joint Liquidator

**VIVAT HOLDINGS LIMITED  
(IN LIQUIDATION)  
("the Company")**

**ANNUAL AND FINAL REPORT TO CREDITORS PURSUANT TO SECTION 105 AND 106  
OF THE INSOLVENCY ACT 1986 AND RULE 4.126 OF THE INSOLVENCY RULES 1986  
(AS AMENDED)**

**27 November 2012**

**This report has been prepared for the sole purpose of updating the Creditors for information purposes. The report is private and confidential and may not be relied upon, referred to, reproduced or quoted from, in whole or in part, by Creditors for any purpose other than updating them for information purposes, or by any other person for any purpose whatsoever.**

**C M Siddle and C J Farrington were appointed Joint Liquidators of Vivat Holdings Limited on 7 September 2009**

**All licensed Insolvency Practitioners of Deloitte LLP are licensed in the UK to act as Insolvency Practitioners.**

**C M Siddle and C J Farrington  
Deloitte LLP  
1 Woodborough Road  
Nottingham  
NG1 3FG**

**Tel 0115 936 3726**

**Fax 0115 936 3777**

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**Vivat Holdings Limited in Creditors' Voluntary Liquidation – Final Report To Creditors dated 27 November 2012**

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- 4. Notice of Final Meeting and proxies to all creditors and members**

## **ABBREVIATIONS**

For the purpose of this report the following abbreviations shall be used

"the Act"	Insolvency Act 1986 (as amended)
"the Rules"	Insolvency Rules 1986 (as amended)
"the Liquidators"	C M Siddle and C J Farrington of Deloitte LLP
"the Company"	Vivat Holdings Limited (in Liquidation)
"Deloitte"	Deloitte LLP
"SIP2 (E&W)"	Statement of Insolvency Practice 2 (England & Wales)
"SIP7 (E&W)"	Statement of Insolvency Practice 7 (England & Wales)
"SIP9 (E&W)"	Statement of Insolvency Practice 9 (England & Wales)
"SIP13 (E&W)"	Statement of Insolvency Practice 13 (England & Wales)

## **1. INTRODUCTION**

### **1.1 Introduction**

This report has been prepared in accordance with Section 105 and 106 of the Act and Rule 4 126 of the Rules to provide creditors with a summary of the Liquidators' administration of the winding up of the Company

A schedule of statutory information in respect of the Company is attached at Appendix 1

### **1.2 Details of the appointment of the Liquidators**

C M Siddle and C J Farrington of Deloitte were appointed Joint Liquidators of the Company by general meetings of members and creditors on 7 September 2009

For the purposes of section 231 of the Act the Liquidators confirm that they are authorised to carry out all functions, duties and powers by either of them jointly and severally

## **2. JOINT LIQUIDATORS' FINAL RECEIPTS AND PAYMENTS ACCOUNT**

### **2.1 Introduction**

Attached at Appendix 2 are Receipts and Payments accounts covering the period from 7 September 2011 to 27 November 2012 and the entire period of the Liquidators' administration in this matter from 7 September 2009 to 27 November 2012

In this section, we have summarised the main asset realisations during the period since our last report to creditors dated 31 October 2011

### **2.2 Asset realisations**

#### *Assistance with Trade Mark Assignments*

Prior to our appointment, the wider Lee Cooper group of companies was restructured. As part of this restructuring, the beneficial interest to the Lee Cooper trademarks worldwide were assigned to a new company, Red Diamond Holdings SARL ("Red Diamond")

Since our last report, the directors of Red Diamond established that in certain countries, the registration of those trademarks had not been completed at the time of the restructuring. Therefore, Red Diamond requested our assistance to notarise certain documents to enable the legal title to the trade marks to be transferred to Red Diamond and registered in the relevant countries. A fee of £22,500 was negotiated and paid to the Liquidation by Red Diamond for this work.

#### *Bank Interest Gross*

All funds were banked in an interest bearing account, interest received in the period amounted to £131. The associated corporation tax has been accounted for to HM Revenue & Customs.

### **2.3 Unrealised Assets**

#### *Shares in and amounts due from Group Companies*

All the entities in which the Company held shares are either dormant, non-trading or in insolvent liquidation and no realisations of these assets are expected. Inter-company balances were reviewed by the Liquidators and agreed to be subject to set-off and, there will be a significant dividend to unsecured creditors in those insolvencies.

#### *VAT Debtor*

The statement of affairs shows a VAT debtor with a book value of £215,856 and an estimated to realise value being "uncertain". There is a group VAT registration in place between the other Lee Cooper companies and HMRC have set off this potential refund against VAT amounts owed by other companies within the group registration. Therefore, there will be no realisations from this source.

### **3. STEPS TAKEN DURING THE LIQUIDATION**

#### **3.1 Meetings of creditors**

A meeting of creditors was held on 7 September 2009 pursuant to Section 98 of the Insolvency Act. It was resolved that the Company could not, by reason of its liabilities, continue its business, and that it was advisable to wind up the same, and that the Company be wound up voluntarily. It was further resolved that Christopher James Farrington and Carlton Malcom Siddle be appointed Joint Liquidators of the Company.

No Liquidation committee was appointed. Details of the resolutions passed at the meeting relating to the Liquidator's fees are detailed in section 6.1.

Annual meetings of the members and creditors were held in accordance with s105 of the Insolvency Act 1986. No resolutions were passed at these meetings.

#### **3.2 Final meetings of members and creditors**

The Liquidators are calling final meetings of members and creditors to present this report and to consider a number of resolutions. These meetings will take place on 28 December 2012. Attached at Appendix 4 is the formal notice of the meetings together with a proxy form.

Please note the following:

- There are separate proxies for each of the meetings,
- You may appoint someone else (your "proxy holder") to attend, speak and vote for you at the creditor's meeting,
- A creditor will be entitled to vote at the meeting only if details of the debt claimed to be due from the Company are lodged before voting commences, and the claim admitted for voting purposes, and
- A company may vote either through a representative producing a certified copy of a board resolution appointing him or by proxy.

It should be also noted that creditors wishing to vote at the meeting must (unless they are individual creditors attending in person) lodge their proxies at the offices of Deloitte LLP, 1 Woodborough Road, Nottingham, NG1 3FG by no later than 12 noon on the business day before the meeting. Additionally, in order for a creditor to be permitted to vote either in person or by proxy they must have provided, either prior to or at the meeting a proof of debt.

The following resolution will be considered at the meeting of creditors:

1. The Joint Liquidators' final report dated 27 November 2012 be approved.

The following resolution will be considered at the meeting of members:

1. The Joint Liquidators may destroy the Company's books and records as he sees fit, subject to any legal requirement on the period of retention.

There is no requirement for either creditors or members to attend their respective meeting and we will be happy to answer any queries you may have by telephone.



## **4. DISTRIBUTIONS TO CREDITORS**

### **4.1 Secured creditors**

Investec Bank Plc ("Investec") were owed £6.9m at the date of our appointment and hold a fixed and floating charge over the Company's assets supported by a cross guarantee with the other companies in the Lee Cooper group. No distribution has been made to Investec from the Liquidation estate.

### **4.2 Preferential creditors**

We have not been made aware of or received any preferential claims.

### **4.3 Prescribed Part**

There were insufficient realisations to make a distribution to unsecured creditors under the Prescribed Part.

### **4.4 Unsecured creditors**

Unsecured creditors' claims received to date total £2,057,446. These claims were not agreed given there was no prospect of a dividend being paid.

## **5. OTHER MATTERS AND INFORMATION TO ASSIST CREDITORS**

### **5.1 Investigations**

As part of the Liquidators' statutory duties, pursuant to the Company Directors Disqualification Act 1986, an investigation into the conduct of the Company Directors was completed

In this regard, a confidential report was submitted to The Insolvency Service on 15 June 2010

### **5.2 Other**

As part of our duties as Liquidators, we reviewed all of the information available to us and having completed this review, we identified no further avenues of recovery, as detailed in paragraph 5.3 below

### **5.3 SIP13 (E&W) – Transactions with connected parties**

In accordance with the guidance given in SIP13 (E&W), we are aware that in the period immediately prior to the Company proceeding to Liquidation, the Lee Cooper 'Group' underwent a financial restructuring which entailed certain assets being transferred to other solvent 'group' companies

The directors were advised by solicitors and accountants who specialise in complex restructuring matters. We reviewed the advice given to the directors and the financial effect of the restructuring and concluded that there were no antecedent transactions which required to be challenged under the provisions of the Insolvency Act 1986 or the Companies Acts in accordance with the guidance given in SIP13 (E&W)

As part of our administration of the Liquidation we assisted Red Diamond with the transfer of the legal title to the Lee Cooper trademarks to them. This is explained in detail in paragraph 2.2 above

### **5.4 EC Regulations**

Council Regulation (EC) No 1346/2000 applies and these are the main proceedings as defined in Article 3(1) of that regulation

## 6. JOINT LIQUIDATORS' REMUNERATION AND EXPENSES

### 6.1 Joint Liquidators' Remuneration

The Liquidators' remuneration was fixed by the creditors at a meeting of creditors held on 7 September 2009 as follows

Time costs by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the Liquidation, calculated at the prevailing standard hourly charge-out rates by Deloitte LLP

### 6.2 Remuneration

Attached at Appendix 3 is a summary of our time costs to date, prepared in accordance with SIP9 (E&W) The Liquidators have charged total time of £229,821 00 covering the period from date of appointment, 7 September 2009 to 27 November 2012 This is made up of 497 05 hours at an average charge out rate of £462 37 Total fees of £101,632 96 have been drawn and paid

The Liquidators have charged time of £92,328 00 covering the period 7 September 2011 to 27 November 2012 This is made up of 179 25 hours at an average charge out rate of £515 08 Of this sum, a total of £51,632 96 has been drawn and paid as indicated in the Final Receipts and Payments account at Appendix 2

The work has been categorised into the following task headings and sub categories

- **Administration and planning** includes case planning, case set-up, notification of appointment, maintenance of our case files and insolvency case record, statutory reporting, compliance, cashiering and accounting
- **Investigations** includes investigating the Company's affairs and in particular any antecedent transactions and also reporting on the conduct of its directors
- **Realisation of Assets** includes identifying and securing assets, transition of contracts, property issues, collection of debts, realisation of other fixed assets and VAT and taxation matters
- **Creditors** includes set-up of creditor records, creditor communications, secured and unsecured claims
- **Case specific matters** include annual tax returns, submission of VAT returns and other tax matters

"A Creditors' Guide to Liquidators' Remuneration" is available for download at [www.deloitte.com/uk/sip-9-england-and-wales](http://www.deloitte.com/uk/sip-9-england-and-wales)

Should you require a paper copy, please send your request in writing to the Liquidators at the address on the front of this report and this will be provided to you free of charge

### 6.3 Expenses

The Liquidators have not incurred any direct expenses

#### 6.4 Charge out rates

The range of charge out rates for the separate categories of staff is summarised below  
Manager rates include all grades of assistant manager

Grade	2011	2012 Jan to Aug	2012/2013 Sept to Aug
	£	£	£
<b>Partners/Directors</b>	560 to 895	560 to 895	585 to 920
<b>Managers</b>	280 to 670	280 to 670	295 to 700
<b>Assistants and Support Staff</b>	175 to 280	175 to 280	150 to 295

The above bands are specific to the Restructuring Services department partners and staff. In certain circumstances the use of specialists from other Deloitte departments such as Tax/VAT, Corporate Finance or Drivers Jonas Deloitte may be required on the case. These departments may charge rates that fall outside the Restructuring Services department bands quoted above so, where such specialists have performed work on the case, average rates may also fall outside the Restructuring Services department bands.

All partners and technical staff (including cashiers) assigned to the case recorded their time spent working on the case on a computerised time recording system. Time spent by secretarial staff working on the assignment has not been recorded or recovered. The appropriate staff have been assigned to work on each aspect of the case based upon their seniority and experience, having regard to the complexity of the relevant work, the financial value of the assets being realised and/or claims agreed.

With effect from 1 September 2012, charge out rates were increased by an average of 3% and the charge out rate bandings have been amended, where applicable, to reflect this change.

## 6.5 Other professional costs

As previously advised, Cheeswrights Notaries Public, Pinsent Masons LLP and Freeth Cartwright were instructed by the Liquidators to advise on appropriate legal matters. The professional costs to date are summarised in the table below. All professional costs were reviewed and analysed before payment was approved.

Name of lawyer	NET (£)	VAT (£)	TOTAL (£)
Cheeswrights Notaries Public	927 40	162 30	1,089 70
Pinsent Masons LLP	4,868 44	860 63	5,729 07
Freeth Cartwright	500 00	100 00	600 00
<b>Total</b>	<b>6,295 84</b>	<b>1,122 93</b>	<b>7,418 77</b>

**VIVAT HOLDINGS LIMITED (IN LIQUIDATION)****STATUTORY INFORMATION**

Company Name	Vivat Holdings Limited
Proceedings	In Liquidation
Court	N/a
Court Reference	N/a
Date of Appointment	7 September 2009
Joint Liquidators	C M Siddle and C J Farrington Deloitte LLP 1 Woodborough Road Nottingham NG1 3FG
Registered office Address	c/o Deloitte LLP 1 Woodborough Road Nottingham NG1 3FG
Company Number	00629804
Incorporation Date	08 June 1959
Company Secretary	I Hann
Bankers	Barclays Bank plc
Auditors	Ernst & Young LLP
Appointment by	Members and Creditors
Directors at date of Appointment	SA Le Clair, AA Dunkley, EPS Bazantay
Directors' Shareholdings	None

## APPENDIX 2

### Vivat Holdings Limited - In Liquidation

#### Joint Liquidators' Receipts And Payments From 7 September 2009 to 27 November 2012

STATEMENT OF AFFAIRS	Notes	Year 1 & 2 07/09/09 to 06/09/11	Year 3 07/09/11 to 06/09/12	Year 4 07/09/12 to 29/11/12	Total 07/09/09 to 29/11/12
<b>RECEIPTS</b>					
Refund of Cash Held		100 00	-	-	100 00
Group Life Insurance		8 484 32	-	-	8 484 32
Sundry Refund		114 64	-	-	114 64
Rent Refund		5 875 00	-	-	5 875 00
Settlement of Legal Claim		80 000 00	-	-	80 000 00
Surrender of Tax Loss		12 000 00	-	-	12,000 00
Assistance with Trade Mark Assignment		-	10 000 00	12 500 00	22 500 00
Bank Interest Gross	1	318 20	130 66	0 36	449 22
Cash at Bank		56 094 26	-	-	56 094 26
		<u>162 986 42</u>	<u>10 130 66</u>	<u>12 500 36</u>	<u>185 617 44</u>
<b>PAYMENTS</b>					
Preparation of S of A	2	7 500 00	-	-	7,500 00
Liquidators' Fees	3	50 000 00	24 625 60	39 507 36	114 132 96
Case Bonding		-	528 00	-	528 00
Postage		-	44 00	-	44 00
Legal Fees		5 449 84	846 00	-	6 295 84
Rent Received in Error		56 081 91	-	-	56 081 91
Corporation Tax	1	-	85 29	-	85 29
Storage Costs		-	-	570 54	570 54
Statutory Advertising		-	302 40	76 50	378 90
		<u>119,031 75</u>	<u>26 431 29</u>	<u>40 154 40</u>	<u>185 617 44</u>
<b>MADE UP AS FOLLOWS</b>					
IB Current A/c					<u>-</u>

- 1 All funds were banked on an interest bearing account. The associated corporation tax on interest received has been accounted for to HM Revenue & Customs
- 2 At the meeting of creditors held on 7 September 2009, creditors passed a resolution that the Liquidators may draw a fee of £7,500 for assisting the director with the preparation of the statement of affairs and that fee could be drawn from the case
- 3 At the meeting of creditors held on 7 September 2009, creditors passed a resolution that the Liquidators remuneration be calculated on a time cost basis and that expenses incurred by the Liquidators and their staff can be drawn from the case

# APPENDIX 3

Vivat Holdings Limited  
(In Liquidation)  
Time costs for the period 07/09/09 to 27/11/12

	Partners & Directors		Managers		Assistants & Support		TOTAL		Average Hourly Rate Cost (£)
	Hours	Cost (£)	Hours	Cost (£)	Hours	Cost (£)	Hours	Cost (£)	
<b>Administration and Planning</b>									
Cashiering and Statutory Filing	0 10	82 50	7 85	3,495 75	14 10	3,700 50	22 05	7,278 75	330 10
Case Supervision, Management and Closure	1 20	714 00	98 20	32,631 75	10 70	1,995 50	110 10	35,341 25	320 99
Initial Actions (e.g. Notification of Appointment, Securing Assets)	93 00	75,420 00	8 20	3,070 50	-	-	101 20	78,490 50	775 60
General Reporting	-	-	19 65	7,268 50	0 70	133 00	20 35	7,401 50	363 71
Liaison with Other Insolvency Practitioners	-	-	-	-	-	-	-	-	-
	94 30	76,216 50	133 90	46,466 50	25 50	5,829 00	253 70	128,512 00	506 55
<b>Investigations</b>									
Investigations	1 00	544 50	28 25	10,332 50	-	-	29 25	10,877 00	371 86
Reports on Directors' Conduct	-	-	7 20	2,501 50	-	-	7 20	2,501 50	347 43
	1 00	544 50	35 45	12,834 00	-	-	36 45	13,378 50	367 04
<b>Realisation of Assets</b>									
Book Debts	-	-	3 50	1,435 00	-	-	3 50	1,435 00	410 00
Other Assets (including trademark assignments and Section 238)	12 50	8,851 25	89 10	39,782 75	-	-	101 60	48,634 00	478 68
Property - Freehold and Leasehold	-	-	10 00	4,160 00	-	-	10 00	4,160 00	416 00
	12 50	8,851 25	102 60	45,377 75	-	-	115 10	54,229 00	471 15
<b>Creditors</b>									
Secured	-	-	6 50	2,665 00	-	-	6 50	2,665 00	410 00
Unsecured	-	-	16 20	6,314 50	3 10	264 00	19 30	6,578 50	340 85
	-	-	22 70	8,979 50	3 10	264 00	25 80	9,243 50	358 28
<b>Other Matters Include</b>									
Tax and VAT	9 00	7,937 50	15 15	6,881 50	41 85	9,639 00	66 00	24,458 00	370 68
	9 00	7,937 50	15 15	6,881 50	41 85	9,639 00	66 00	24,458 00	370 68
<b>TOTAL HOURS &amp; COST</b>	116 80	93,549 75	309 80	120,539 25	70 45	15,732 00	497 05	229,821 00	462 37

TOTAL FEES DRAWN TO DATE

114,132 96



# APPENDIX 3

## Vivat Holdings Limited (In Liquidation)

Time costs for the period 07/09/11 to 27/11/12

	Partners & Directors		Managers		Assistants & Support		TOTAL		Average Hourly Rate
	Hours	Cost (£)	Hours	Cost (£)	Hours	Cost (£)	Hours	Cost (£)	
<b>Administration and Planning</b>									
Cashiering and Statutory Filing	0 10	82 50	4 15	1,898 25	4 60	1,246 50	8 85	3,228 25	364 77
Case Supervision, Management and Closure	1 20	714 00	20 40	8,808 00	5 70	1,033 50	27 30	10,555 50	386 65
Initial Actions (e.g. Notification of Appointment, Securing Assets)	41 00	34,080 00	-	-	-	-	41 00	34,080 00	831 22
General Reporting	-	-	15 65	5 628 50	0 70	133 00	16 35	5,761 50	352 39
	42 30	34,876 50	40 20	16,335 75	11 00	2,413 00	93 50	53,625 25	573 53
<b>Realisation of Assets</b>									
Other Assets (including trademark assignments)	-	-	53 80	24,610 00	-	-	53 80	24,610 00	457 43
Property - Freehold and Leasehold	-	-	6 50	2,925 00	-	-	6 50	2,925 00	450 00
	-	-	60 30	27,535 00	-	-	60 30	27,535 00	456 63
<b>Creditors</b>									
Unsecured	-	-	0 20	90 00	0 60	114 00	0 80	204 00	255 00
	-	-	0 20	90 00	0 60	114 00	0 80	204 00	255 00
<b>Other Matters Include</b>									
Tax and VAT	5 00	4,125 00	8 75	3,987 75	10 90	2 851 00	24 65	10,963 75	444 78
	5 00	4,125 00	8 75	3,987 75	10 90	2,851 00	24 65	10,963 75	444 78
<b>TOTAL HOURS &amp; COST</b>	47 30	39,001 50	109 45	47,948 50	22 50	5,378 00	179 25	92,328 00	515 08

TOTAL FEES DRAWN TO DATE

64,132 96

## **APPENDIX 4**

### **The Insolvency Act 1986 (as amended)**

#### **Vivat Holdings Limited - In Creditors Voluntary Liquidation**

**Company Number: 00629804**

NOTICE IS HEREBY GIVEN pursuant to Section 105 and 106 of the Insolvency Act 1986, that the annual and final meetings of the members and creditors of the above Company will be held at 1 Woodborough Road, Nottingham, NG1 3FG on 28 December 2012 at 10 30 am and 11 00 am respectively, for the purpose of laying before the meetings an account of the Liquidator's acts and an account of the winding up

Members or Creditors wishing to vote at the respective meetings must lodge their proofs of debt and (unless they are attending in person) proxies with the Liquidators at Deloitte LLP, 1 Woodborough Road, Nottingham, NG1 3FG not later than noon on the business day before the meeting

Please contact John Field Richards or [jfieldrichards@deloitte.co.uk](mailto:jfieldrichards@deloitte.co.uk) for further information

Dated 27 November 2012

C M Siddle  
Joint Liquidator

## PROXY (Creditors Voluntary Winding Up)

Notes to help completion  
of this form

**Vivat Holdings Limited**

Please give full name and  
address for communication

NAME OF CREDITOR \_\_\_\_\_

ADDRESS \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Please insert name of person  
(who must be 18 or over) or  
the "Chairman of the  
Meeting" (see note below)  
If you wish to provide for  
alternative proxy-holders in  
the circumstances that your  
first choice is unable to  
attend please state the  
name(s) of the alternative(s)

NAME OF PROXY FOR CREDITOR

1. \_\_\_\_\_

2. \_\_\_\_\_

3. \_\_\_\_\_

Please delete words in  
brackets if the proxy-holder  
is only to vote as directed  
i.e. if he/she has no  
discretion

I appoint the above person to be my/the\* creditor's proxy-holder at the meeting of  
creditors to be held on 28 December 2012 or at any adjournment of that meeting. The  
proxy-holder is to propose or vote as below (and in respect of any resolution for which  
no specific instruction is given, may vote or abstain at his/her\* discretion)

Please complete paragraph  
1 if you wish to nominate  
or vote for a specific  
person as liquidator

1 The Joint Liquidator's final report dated 27 November 2012 be approved

FOR/AGAINST

VOTING INSTRUCTIONS FOR RESOLUTIONS

Please delete words in  
brackets if the proxy-holder  
is only to vote as directed  
i.e. if he/she has no  
discretion

Any other resolutions  
which the proxy-holder is  
to propose or vote in  
favour of or against should  
be set out in numbered  
paragraphs in the space  
provided below paragraph  
1. If more room is required  
please use the other side of  
this form

This form must

SIGNATURE \_\_\_\_\_

be signed

DATE \_\_\_\_\_

NAME IN CAPITAL LETTERS \_\_\_\_\_

Only to be completed if the  
creditor has not signed in  
person

POSITION WITH CREDITOR OR RELATIONSHIP TO CREDITOR OR OTHER  
AUTHORITY FOR SIGNATURE  
\_\_\_\_\_

Notes to help completion  
of this form

**Vivat Holdings Limited**

Please give full name and  
address for communication

NAME OF MEMBER \_\_\_\_\_

ADDRESS \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Please insert name of person  
(who must be 18 or over) or  
the "Chairman of the  
Meeting" (see note below)  
If you wish to provide for  
alternative proxy-holders in  
the circumstances that your  
first choice is unable to  
attend please state the  
name(s) of the alternative(s)

NAME OF PROXY FOR MEMBER

1 \_\_\_\_\_  
2 \_\_\_\_\_  
3 \_\_\_\_\_

Please delete words in  
brackets if the proxy-holder  
is only to vote as directed  
i.e. if he/she has no  
discretion

I appoint the above person to be my/the\* member's proxy-holder at the meeting of  
members and creditors to be held on 28 December 2012 or at any adjournment of that  
meeting. The proxy-holder is to propose or vote as below (and in respect of any  
resolution for which no specific instruction is given, may vote or abstain at his/her\*  
discretion)

Please complete paragraph  
1 if you wish to nominate  
or vote for a specific  
person as liquidator

- 1 The Joint Liquidator may destroy the Company's books and records as  
he sees fit, subject to any legal requirement on the period of retention  
FOR/AGAINST

**VOTING INSTRUCTIONS FOR RESOLUTIONS**

Please delete words in  
brackets if the proxy-holder  
is only to vote as directed  
i.e. if he/she has no  
discretion

Any other resolutions  
which the proxy-holder is  
to propose or vote in  
favour of or against should  
be set out in numbered  
paragraphs in the space  
provided below paragraph  
1. If more room is required  
please use the other side of  
this form

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

This form must

SIGNATURE \_\_\_\_\_

be signed

DATE \_\_\_\_\_

NAME IN CAPITAL LETTERS \_\_\_\_\_

Only to be completed if the  
creditor has not signed in  
person

POSITION WITH MEMBER OR RELATIONSHIP TO MEMBER OR OTHER  
AUTHORITY FOR SIGNATURE  
\_\_\_\_\_