

Section 94

**Return of Final Meeting in a
Members' Voluntary Winding Up****Pursuant to Section 94 of the
Insolvency Act 1986**

To the Registrar of Companies

S.94

Company Number

02772002

Name of Company

Groupama Insurances Group Limited

I

Sean K Croston, 30 Finsbury Square, London, EC2P 2YU

Note The copy account must be
authenticated by the written
signature(s) of the Liquidator(s)

give notice that a general meeting of the company was duly summoned for 27 June 2014, pursuant to section 94 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 conducted, and the property of the company has been disposed of and that no quorum was present at the meeting

The meeting was held at 30 Finsbury Square, London, EC2P 2YU

The winding up covers the period from 28 March 2013 (opening of winding up) to the final meeting (close of winding up)

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

No quorum was present at the meeting The liquidator's final report was presented to the meeting No objections had been received to the liquidator receiving his release as liquidator of the company There being no further business, the meeting was closed

Signed



Date 01 July 2014

Grant Thornton UK LLP
30 Finsbury Square
London
EC2P 2YU

Ref G80824H/SKC/SDC/CTM/9

THL THURSDAY



A3CCENLT
A34 17/07/2014 #17
COMPANIES HOUSE
--- *A3BCMCU0* ---
A30 03/07/2014 #232
COMPANIES HOUSE

**Groupama Insurances Group Limited - In Member's Voluntary Liquidation
(the Company)**

I refer to my appointment as liquidator of the Company by its sole shareholder, Groupama (UK) Limited on 28 March 2013

I am now in a position to close the liquidation and to cease to act as liquidator and to report on the conduct of the liquidation to 27 June 2014, the date of the final meeting. I also attach

- Appendix 1, the information prescribed under the Insolvency Act 1986, relating to the Company,
- Appendix 2, an account of my receipts and payments in the liquidation,
- Appendix 3, an extract from the Insolvency Rules 1986, relating to the member's rights to request additional information from the liquidator, and
- Appendix 4, an extract from the Insolvency Rules 1986, relating to members' rights to challenge the liquidator's fees if excessive

Realisation and distribution of assets

The director's statutory declaration of solvency made on 28 March 2013, disclosed that the Company had net assets of £81,504,964 made up of inter-group receivable and payable balances

By way of an Agreement for Settlement of Inter-company Balances dated 11 June 2014, the outstanding inter-company balances in the Company's accounting records were set-off and the resultant assets comprising (i) an inter-company receivable due from GUK Broking Services Limited of £81,241,685 and (ii) an inter-company receivable due from Groupama (UK) Limited of £272,000 were distributed in specie to the sole shareholder by way of a Deed of Assignment of even date. The value placed upon the distribution was based upon management accounts for the period ended 28 February 2013, and the declaration of solvency dated 28 March 2013

I attach at Appendix 2, an account of my receipts and payments for the period to 27 June 2014


Creditors

HM Revenue & Customs has provided me with confirmation that the Company has no outstanding tax liabilities and clearance to close the liquidation

Liquidator's fees and disbursements

My fees and disbursements for the liquidation are being met by a third party in relation to the liquidations of a number of companies

I attach at Appendix 4 a copy of Rule 4.148C of the Insolvency Rules 1986, relating to a liquidator's remuneration, edited for members' voluntary liquidations



Sean K Croston
Liquidator

Appendix 1 - Prescribed Information

Company name	Groupama Insurances Group Limited
Registered number	02770002
Registered office	30 Finsbury Square, London, EC2P 2YU
Name of liquidator	Sean K Croston
Address of liquidator	Grant Thornton UK LLP, 30 Finsbury Square, London, EC2P 2YU
Liquidator's office-holder number	8930
Date of appointment of liquidator	28 March 2013
Details of any changes of liquidator	None
Telephone and email contact details for the liquidator	Sean Cannon Tel 020 7865 2565 Email sean.cannon@uk.gt.com

Appendix 2 - Account of the liquidator's receipts and payments

Declaration of Solvency		Receipts and payments for the period from 28 March 2013 to 27 June 2014	
	£		£
Assets		Receipts	
Inter-company receivables	87,463,685	Inter-company receivables, distributed in specie	81,513,685
	<u>87,463,685</u>		<u>81,513,685</u>
Liabilities		Payments	
Inter-company payable	(5,958,721)	Shareholder capital distribution distributed in specie	(81,513,685)
Estimated surplus	<u>81,504,964</u>	Balance in hand	<u>Nil</u>

Note:

The distribution in specie referred to above was valued by reference to management accounts for the period ended 28 February 2013, and the declaration of solvency dated 28 March 2013

Appendix 3 - Rule 4.49E: Members' request for further information (edited for application to a members' voluntary liquidation)

- 1 Members of the company with at least 5% of the total voting rights of all the members having the right to vote at general meetings of the company, or with the permission of the court upon an application, may make a request in writing to the liquidator for further information about remuneration or expenses set out this report
- 2 The periods in which the request or application should be made are
 - (a) 7 business days of receipt (by the last of them in the case of an application by more than one member) of the notice and account of his administration of the winding-up where it relates to the resignation of the liquidator under Rule 4.142, and
 - (b) 21 days of receipt (by the last of them in the case of an application by more than one member) of the report or draft report in any other case
- 3 The liquidator must, within 14 days of receipt of the request, either
 - (a) provide all of the information asked for, or
 - (b) so far as the liquidator considers that
 - (i) the time or cost of preparation of the information would be excessive, or
 - (ii) disclosure of the information would be prejudicial to the conduct of the liquidation or might reasonably be expected to lead to violence against any person, or
 - (iii) the liquidator is subject to an obligation of confidentiality in respect of the information,give reasons for not providing all of the information
- 4 Any member of the company, who need not be the same as the member(s) who asked for the information, may apply to the court within 21 days of the giving by the liquidator of reasons for not providing all of the information asked for, or the expiry of the 14 days from the date the information was requested, and the court may make such order as it thinks just

Appendix 4 - Rule 4.148C: Members' claim that a liquidator's remuneration is excessive (edited for application to a members' voluntary liquidation)

- 1 Members of the company with at least 10% of the total voting rights of all the members having the right to vote at general meetings of the company, or any member with the permission of the court, may apply to the court for one or more of the orders in paragraph 6 on the grounds that
 - (a) the remuneration charged by the liquidator,
 - (b) the basis fixed for the liquidator's remuneration under Rule 4 148A, or
 - (c) expenses incurred by the liquidator,is or are, in all the circumstances, excessive or, in the case of an application under sub-paragraph (b), inappropriate
- 2 An application must be made no later than 8 weeks (or 4 weeks when the liquidator has resigned in accordance with Rule 4 142) after receipt by the applicant of the report or account which first reports the charging of the remuneration or the incurring of the expenses in question ('the relevant report') The court may extend these periods as it see fit
- 3 The court may, if it thinks that no sufficient cause is shown for a reduction, dismiss the application, but it must not do so unless the applicant has had the opportunity to attend the court for a hearing of which the applicant has been given at least 5 business days' notice but which is without notice to any other party
- 4 If the application is not dismissed under paragraph 3, the court must fix a venue for it to be heard and give notice to the applicant accordingly
- 5 The applicant must at least 14 days before the hearing send to the liquidator a notice stating the venue and accompanied by a copy of the application and of any evidence which the applicant intends to adduce in support of it
- 6 If the court considers the application to be well-founded, it must make one or more of the following orders
 - (a) an order reducing the amount of remuneration which the liquidator was entitled to charge,
 - (b) an order fixing the basis of remuneration at a reduced rate or amount,
 - (c) an order changing the basis of remuneration,
 - (d) an order that some or all of the remuneration or expenses in question be treated as not being expenses of the liquidation,
 - (e) an order that the liquidator or the liquidator's personal representative pay to the company the amount of the excess of remuneration or expenses or such part of the excess as the court may specify,and may make any other order that it thinks just, but an order under sub-paragraph (b) or (c) may be made only in respect of periods after the period covered by the relevant report
- 7 Unless the court orders otherwise, the costs of the application must be paid by the applicant and are not payable as an expense of the liquidation