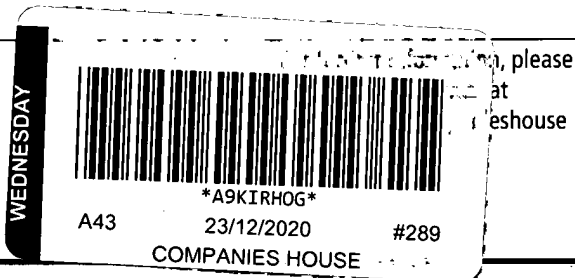


AM03

Notice of administrator's proposals



Companies House



1 Company details

Company number 0 2 9 3 3 5 4 5

Company name in full Cabot Energy Limited

→ Filling in this form
Please complete in typescript or in
bold black capitals.

2 Administrator's name

Full forename(s) Stephen Robert

Surname Cork

3 Administrator's address

Building name/number 6 Snow Hill

Street

Post town London

County/Region

Postcode E C 1 A 2 A Y

Country

4 Administrator's name ①

Full forename(s) Anthony Malcolm

Surname Cork

① Other administrator
Use this section to tell us about
another administrator.

5 Administrator's address ②

Building name/number 6 Snow Hill

Street

Post town London

County/Region

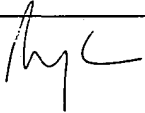
Postcode E C 1 A 2 A Y

Country

② Other administrator
Use this section to tell us about
another administrator.

AM03

Notice of Administrator's Proposals

6	Statement of proposals	
	<input checked="checked" type="checkbox"/> I attach a copy of the statement of proposals	
7	Sign and date	
Administrator's Signature	<div>Signature ✕ </div>	✕
Signature date	<div><div>^d2^d2</div><div>^m1^m2</div><div>^y2^y0^y2^y0</div></div>	

AM03

Notice of Administrator's Proposals



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	Darren Habgood									
Company name	Cork Gully LLP									
Address	6 Snow Hill									
Post town	London									
County/Region										
Postcode	E	C	1	A		2	A	Y		
Country										
DX										
Telephone	02072682150									



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.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the address below:

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



Further information

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

CORK GULLY

Cabot Energy Limited

(In Administration) ("The Company")

Joint Administrators' Proposals

December 2020

Based on a solid heritage we are an advisory firm bringing clarity to complex restructuring, recovery and insolvency situations.

The firm remains as committed to our founding principles today as we were a hundred years ago. Our partners and staff have worked together for many years, reorganising operations and structures to deliver sustainable stakeholder value. The current trading environment is increasingly complex, so the solutions we provide for our clients are more creative, more responsive and more effective than ever.



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Joint Administrators' Proposals

This report is addressed to the creditors of the Company and incorporates the Joint Administrators' proposals. The proposals were issued on 21 December 2020 and are deemed to be delivered on 23 December 2020.

1. Statutory Information

The statutory information relating to the Company is attached at Appendix I.

2. Circumstances Leading to the Appointment of the Joint Administrators

2.1. Company Background

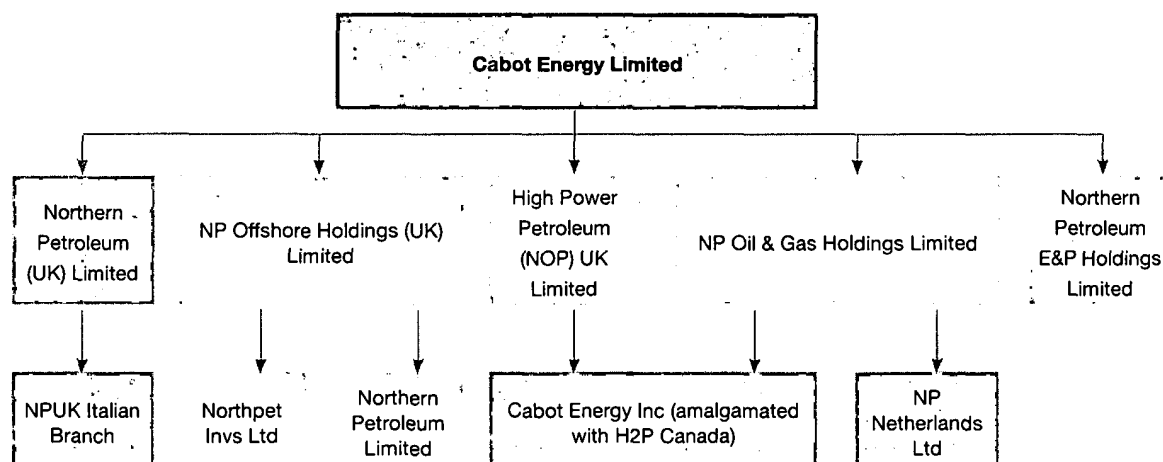
Creditors should note that, unless otherwise stated, this section of the proposals have been prepared based on information provided by the directors of the Company and not from the personal knowledge of the Joint Administrators.

The Company was incorporated as Goalmanor Plc in May 1994, was renamed as Northern Petroleum Plc in September 1995 and was admitted to trading on London's AIM market in December 1995. The Company was renamed as Cabot Energy Plc in June 2017. The Company had conventional, light oil production operations in north west Alberta, Canada, and offshore exploration and appraisal opportunities in Italy and a head office in London. The Company's head office was at 93- 95 Gloucester Place, London W1U 6JQ with its registered office at Riverbank House, 2 Swan Lane, London,

England, EC4R 3TT.

In June 2018 the Company's executive management and board of directors (the "Board") were restructured, following weak project management and significant cost overruns in the Company's Canadian 2017 and Q1 2018 well drilling and field maintenance programmes, which had placed the group in a precarious financial position by mid-2018, resulting in all future non-critical capex and production expansion plans being deferred. In July 2018 the Board engaged Grant Thornton UK LLP to advise and assist with an assessment of group solvency. The group's weakened financial position, increased losses from operations and a general decline in investment appetite in oil and gas companies resulted in a declining share price and an inability to attract new investors, forcing the company to rely upon continued financial support from its majority shareholder H2P (by December 2019 H2P, had become an 83% shareholder). These economic factors, the need to reduce both the corporate overhead burden and the considerable cost, management time and the legal and regulatory obligations associated with maintaining the Company's admission to trading on AIM caused the Board to cancel the Company's share trading on AIM on 3 December 2019. The Company's Articles were subsequently amended, and the Company renamed Cabot Energy Limited.

Despite raising new equity of \$15.3m in 2018, \$12.1m of which was contributed by H2P, the group's liquidity position



Joint Administrators' Proposals

deteriorated significantly over the course of 2018. Whilst the Canadian operations generated a significant increase in revenues due to the drilling of new wells in H1 2018, the combination of significant Canada creditor capex payments in 2018, reflecting the significant cost over-runs incurred by previous management, declining oil production in H2 2018 and significant negative oil price volatility in Q4 2018, resulted in a group cash balance of only \$0.9m and negative net working capital of (\$4.5)m at the end of 2018.

Due to weakening oil prices and declining oil production, the group continued to incur operating losses in 2019, requiring further shareholder support. The Company's inability to attract material new shareholder investment during 2018 and 2019 increased its reliance upon H2P for both equity and debt financing to meet the group's losses and working capital deficit. By the end of 2019 H2P had become an 83% shareholder and a debt creditor. On 19 December 2019 the Company's independent non-executive directors and shareholders approved a \$2.5m loan facility with H2P to provide working capital for the group and to fund essential capital expenditure in Canada. The Company then granted a debenture (containing a fixed and floating charge) to H2P which was created on 17 December 2019 and delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 6 January 2020.

In February 2020 the Company commenced an 8 well Canada drilling programme intended to be funded primarily by a new loan facility agreed with Robert Friedland (Chairman of the Company's ultimate parent company I-Pulse Inc.), for which shareholder consent was obtained on 14 February 2020. However, during March the impact of COVID-19 on oil global demand and the failure of OPEC+ to agree oil production cuts resulted in a severe reduction in oil prices, culminating in negative oil prices. This materially impacted the Company's cashflow forecasts and, as a result, the Robert Friedland loan facility could no longer be completed as intended. Whilst drilling operations were immediately suspended, approximately \$4.5m of Canada trade creditors remained, largely due to the drilling work already performed.

Due to the Company's and the group's ongoing financial uncertainties, in April 2020 the Board engaged Cork Gully LLP to advise the directors as to their duties and responsibilities under the circumstances, as well as the possible options available to them. On 29 May 2020, having

obtained the necessary shareholder consents, the Company executed a further \$8m uncommitted (advances subject to lender approval) working capital loan facility with H2P to fund ongoing operating expenses and provide a realistic possibility of trading through the difficult financial situation.

During May 2020 the directors of the Company's Canada subsidiary, Cabot Energy Inc ("Cabot Inc") implemented cost saving measures and engaged the assistance of Grant Thornton to negotiate a voluntary arrangement with trade creditors, however this was unsuccessful by late June. As a result, on 30 June 2020 the Cabot Inc directors declared Cabot Inc insolvent and filed a Notice of Intention to Make a Proposal pursuant to Part III, Division I of the Bankruptcy and Insolvency Act, R.S.C., 1985, c. B-3, and in so doing placed the Company under court protection, supervised by Grant Thornton as Trustee, in order to stay any further creditor actions against Cabot Inc whilst it restructured its financial affairs, including the restructuring of its overdue trade creditor obligations and securing interim financing. On 27 July 2020 the Court of Queen's Bench of Alberta (the "Court") granted a stay period until September 11 and approved a committed Debtor-In-Possession loan facility from H2P to Cabot Inc of C\$645,000. The Court subsequently granted two further stay extensions to allow Cabot Inc to issue its creditor proposal, which it did on 23 November. Cabot Inc has until 14 December 2020 to secure approval from the creditors for the proposal. In support of the creditor proposal, in September 2020 Grant Thornton as Trustee obtained an independent fair market valuation from CB Securities for the saleable Canadian oil and gas properties in the range of C\$4m to C\$6m. On 27 July 2020 the Board update shareholders in writing about Cabot Inc's insolvency process and emphasised the material uncertainty over the ability to maintain the Group as a going concern.

On 2 September 2020 the Company received notice from H2P that it was unwilling to extend further loan funding beyond the end of September 2020 (H2P loan advances to the Company to the end of August 2020 were \$3.9m). The Board considered there to be no realistic prospect of any other source of material funding available to the company in the time available. On 5 October H2P notified the Company that it would extend its loan funding to the end of October 2020.

As a result of H2P's communications and the uncertainty

Joint Administrators' Proposals

regarding continued funding, the board immediately commenced a review of strategic alternatives, including assessing the value of and marketing the assets of the group. On 9 October 2020 the Board engaged Cork Gully LLP to implement an expedited sales and marketing process for the Canada assets (the Company already had access to the CB Securities independent valuation of the Canada assets). The Board also commissioned a separate independent valuation of the Italy assets from Strand Hanson which it obtained on 9 November, valuing the Italy assets at between zero and \$5m. However the board and its legal advisors in the UK and Italy agreed that a marketing of the Italy assets was inadvisable as it may put the Company's right to the Italy assets at risk if brought to the attention of the Italian authorities and, in any event, the Italy licences were subject to change of control and financial capability clauses, which would likely have resulted in a failure during any attempt to transfer to a different controlling party than the current controlling party.

Throughout these processes Scott Aitken, Company CEO and director, recused himself from discussions on this process, due potential conflict of interest with the H2P loan arrangement. The remaining directors continued to seek independent legal advice and advice from insolvency practitioners (Cork Gully LLP).

On 9 November 2020 the Company received notice from H2P that it was only willing to extend further loan funding to the Company on condition that the Company agreed an exclusivity period ending on 30 November, during which it would not solicit any new interest in its assets and would move forward to agree a sale of its assets to H2P. At this time no responses from any of the parties invited to bid for the Canada assets had been received.

On 20 November the Company received a Loan Acceleration Notice from H2P declaring an amount of \$4,823,139 immediately due to H2P. Upon receipt of the notice, having received no responses from its asset marketing process in Canada and having no other immediate source of funding, the directors convened a board meeting and resolved to appoint Stephen Cork and Anthony Cork of Cork Gully LLP as Joint Administrators in order to protect the estate and creditors.

On 23 November 2020 Anthony Malcolm Cork and I were appointed by the directors as Joint Administrators of the

Company and took over from the Board responsibility for the management of the affairs, business and property of the Company. The appointment permitted the Joint Administrators to take any actions required either jointly or alone.

2.2. Summary of Financial Accounts

A summary of the Company's recent trading performance is at Appendix II. It should be noted that the management accounts have not been verified for accuracy and therefore may not reflect the Company's true trading position.

2.3. Reason for Insolvency

The Joint Administrators understand from management that the Company had struggled to manage the business within the constraints of COVID-19's operational and financial impact alongside the collapse in the pricing and demand for its sole revenue product, crude oil production onshore in Alberta, Canada.

2.4. Pre-appointment Considerations

This matter was referred to Cork Gully LLP by Baker Botts LLP with Cork Gully LLP first introduced to the Company and its advisors on 15 April 2020.

Following the initial consultation an engagement letter was prepared on 21 April 2020, and Cork Gully LLP was subsequently instructed to provide the Company with professional advice relating to its ongoing business. Cork Gully LLP provided advice to the Board of Directors as to their duties and responsibilities, as well as the options available, attended board meetings and discussed with the Directors on an ad-hoc basis regarding concerns around the liquidity of the business.

A further engagement letter was prepared on 9 November 2020 confirming Cork Gully LLP's was instructed to provide the following professional advice:

- Advice to the Company and its Board as to the remaining options available, including a pre-packaged sale of the business and assets in administration and the appropriate action to be taken to achieve this purpose;
- Advice on the financial position and obligations of the

Joint Administrators' Proposals

Company up to the date that the Company enters into administration, if considered appropriate, which may include advising on the protection of the Company's business and assets and/or the sale of its business and assets;

- Advice on the timings of the appointment of administrators;
- Engaging with potential purchaser(s), to ensure that the sale of the Company's business and assets is achieved;

Cork Gully LLP has received remuneration in the amount of £81,068 (excluding VAT) for providing the above professional advice to the Company. Outstanding time costs in the pre-appointment period amount to £27,914 (excluding VAT) for time incurred in contemplation of an administration up to and including the date of Administration. These time costs remain unpaid.

Legal advice was provided by Fieldfisher LLP ("FLLP"). Their time costs and disbursements incurred up to and including the date of administration were £79,335 (excluding VAT). These were paid by the Company prior to Administration. It is anticipated that further legal costs will be incurred by FLLP, assisting the Joint Administrators with the various share transfers and the possible extension of the Administration period.

Prior to the commencement of the Administration we advised the Board as a whole, acting on behalf of the Company, about the Company's financial difficulties and provided advice about the options available to the Company to help determine an appropriate course of action to take. No advice was given to the individual directors regarding the impact of the insolvency of the Company on their personal financial affairs. The directors were advised that, if appropriate, they should obtain separate independent legal advice as to their own personal positions and that Cork Gully LLP would not be advising them in their personal capacity. Whilst not formally in office at that time, we are still required to act in our dealings with the Company in accordance with the Insolvency Code of Ethics.

As required by the Insolvency Code of Ethics, the Joint Administrators considered the various threats to our objectivity arising from this prior involvement. We concluded

that those threats were at an acceptable level such that we could still act objectively and hence could be appointed Joint Administrators of the Company.

3. Objectives of the Administration and the Joint Administrators' Strategy for achieving them

As Joint Administrators we are officers of the Court, and must perform our duties in the interests of the creditors as a whole in order to achieve the purpose of the Administration, which is to achieve one of the three objectives set out in the insolvency legislation, namely to:

- a. rescue the Company as a going concern; or
- b. 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); or
- c. realise property in order to make a distribution to one or more secured or preferential creditors.

In order to achieve the objective the Joint Administrators have a wide range of powers, as set out in the insolvency legislation, and must perform their functions as efficiently as is reasonably practicable. The Joint Administrators are therefore required to act in the interests of the creditors of the Company as a whole other than where the third objective (c) is being pursued in which case we need to ensure that we do not unnecessarily harm the interests of the creditors of the Company as a whole.

In the case of the Company, objective (a) could not be achieved without the financial support of H2P, which was withdrawn on 20 November 2020.

Objective (b) could not be achieved as the amount due to the Company's secured creditor, H2P, compared to the value of its assets means that there is only sufficient property available to make a distribution to the secured creditor and/or the preferential creditors. Accordingly, the Joint Administrators are seeking to achieve objective (c) for the Company, and will do this by a pre-pack sale of the shares and debt held in certain of the Company's subsidiaries. Further details regarding the sale are detailed below in section 4.

The insolvency legislation has set a 12 month maximum duration for Administrations, unless the duration is extended by the Court or the creditors. If the Joint Administrators

Joint Administrators' Proposals

are unable to complete the Administration of the Company within 12 months then we will either apply to the Court, or seek a decision from the creditors to extend the duration of the Administration.

4. Actions of the Joint Administrators following their Appointment

4.1. Tasks Undertaken

A summary of the main tasks performed by the Joint Administrators following their appointment include:

- Executed a sale of certain subsidiaries of the Company and associated debt;
- Filing notice of the Joint Administrators appointment at Companies House, the Company, the secured creditor and HM Revenue & Customs;
- Advertising their appointment in the London Gazette;
- Prepared and issued to all known creditors of the Company an initial notification of appointment of the Joint Administrators together with an accompanying SIP 16 Disclosure;
- Issuing a notice to the directors regarding their requirement to deliver a statement of affairs as at the date of Administration;
- Prepared the Administrators report to creditors with accompanying proposals;
- Liaised with the Company's pre-appointment bankers, and former employees;
- Liaised with the Buyer and their solicitors in order to complete the sale process;
- Writing to the directors regarding their duty to investigate the affairs of the Company and the reason for its insolvency and have issued letters to various third parties to request information and documentation regarding the Company's affairs which will assist me with these investigations.

Further details in respect of the tasks undertaken subsequent to our appointment are provided later herein. It should be noted that some of these are tasks are required

by statute or regulatory guidance, or are necessary for the orderly conduct of the proceedings, and whilst they do not produce any direct benefit for creditors, they still have to be carried out.

4.2. SIP 16 Disclosure

As mentioned earlier, immediately after their appointment on 23 November 2020, the Joint Administrators effected a sale of certain of the Company's subsidiaries and associated debts. This is known as a pre-pack sale and as a result the Joint Administrators are required to provide creditors with a detailed narrative (SIP 16 Disclosure) explaining inter-alia:

- 4.2.1. A background to the Company and the events leading up to the insolvency;
 - 4.2.2. Details of the pre-packaged sale and the processes undertaken by the Company prior to the appointment of the Joint Administrators;
 - 4.2.3. A summary the Company's financial position and the likely recoveries to be expected if alternate courses of actions were considered.
- 4.2.2. The Joint Administrators justification as to why the pre-packaged sale is in the interest of creditors as opposed to alternate courses of action to be considered.

In this regard, on 27 November 2020, the Joint Administrators issued to creditors their initial notification together with their SIP 16 Disclosure. Enclosed with this report is a copy of the SIP 16 Disclosure (see Appendix IX) that the Joint Administrators have previously made to the creditors about the pre-packaged sale. The Joint Administrators were unable to issue their proposals at the time they made the SIP 16 Disclosure due to the complexity of the sale and the various transactional processes that needed to be undertaken as part of the sale.

5. Financial Position of Company

A summary of the Company's estimated financial position as at 23 November 2020, which is known as a Statement of Affairs, has been submitted by the directors and is attached at Appendix III. The Statement of Affairs is in the process of being filed at Companies House.

The Joint Administrators' make the following comments

Joint Administrators' Proposals

regarding the Statement of Affairs:

Assets

5.1. Investments in Subsidiaries

Investments in subsidiaries totals \$84,866,028 with provisioning of \$65,215,343 as at 30 September 2020 leaving a residual balance of \$19,650,685. The balance has been converted at the rate of £ to \$1.3294. The amounts owing to H2P as at 20 November 2020 totalled \$4,828,791 plus ongoing interest. This debt is cross collateralised against Cabot Energy Inc. and NP. The amount owing has been converted to £3,632,309 as at 23 November 2020 at the exchange rate £ to \$1.3294.

Reference is made to the SIP 16 Disclosure regarding the pre-packaged administration sale of the Company's shares and debt in Northern Petroleum (UK) Limited ("NPL"), High Power Petroleum (NOP) UK Limited ("NOP") and NP Oil & Gas Holdings Limited ("NPOG") to High Power Petroleum LLC ("H2P"). The shares in these subsidiaries were sold for £3,527,907 (£ to \$1.3294) on 23 November 2020.

The Joint Administrators comment on the remaining subsidiaries as follows:

Northern Petroleum E&P Holdings Limited

A 100% subsidiary of Cabot Energy Limited and a dormant company with a £304,725 debt owed by the Company. This company is in the process of being struck-off.

Northern Petroleum Offshore Holdings (UK) Limited ("NPOH")

NPOH has two subsidiaries Northpet Inv Limited (56% owned) and Northern Petroleum Limited (100% owned). Northpet Invs Limited previously operated in French Guiana. Under the terms of the shareholder agreement with Hague and London Oil Plc if one of the shareholders is unable to fund their share of Northpet Invs Limited and is in default then the other party can buy their shares for £1. The Joint Administrators are reviewing this agreement to determine whether the shares have any value. Northern Petroleum Limited is a dormant company that has never traded and has £2 share capital and £2 creditors owed by its parent NPOH. This company is in the process of being struck-off.

5.2. Fixtures, Fittings and Equipment

This principally relates to office fittings, furniture and computer equipment. In liquidation, the break-up value would be significantly less given the age of the equipment. It is estimated that realisations would be circa £5,200 following an offer from H2P. This offer has not as yet been accepted. The assets have been valued, on a desktop basis with limited information due to Covid 19, at between £1,860 and £3,065 on a forced sale basis and between £8,415 and £8,860 on a willing buyer basis by Williams & Partners Limited. Williams & Partners Limited are members of the National Association of Valuers & Auctioneers and are duly qualified to prepare this valuation.

5.3. Cash at Bank

The Company held a number of accounts in various currencies and the balances are being pursued by the Joint Administrators.

5.4. Owed by Subsidiaries

The intercompany debts total £1,278,374 after converting the debt at an exchange rate of £ to \$1.3294. The debts include provisions. H2P purchased the debt due to the Company from NOP, NPOG and/or Cabot Energy Inc for \$5,000 and the debt due to the Company from NPL for \$5,000. The amount has been converted to £7,523 as at 23 November 2020 at the exchange rate £ to \$1.3294. Any remaining intercompany debts across the remaining subsidiaries will be investigated, however, no realisations are currently anticipated.

5.5. VAT

There is a VAT refund due as at 23 November 2020. The extent of any VAT refund is uncertain as it may be subject to crown right of set-off.

5.6. Prepayments

These represent various insurance policies and the Joint Administrators will be pursuing any available refunds, however, the total amount that may be recovered is currently uncertain.

Joint Administrators' Proposals

Liabilities

5.7. Preferential Creditors

The only known preferential creditors are former employees of the Company for unpaid wages and holiday pay. Their claims are subject to a maximum limit set by the insolvency legislation. There are 4 employees and their claims are estimated to total £14,844.

5.8. Prescribed Part

There are provisions of the insolvency legislation that require an Administrator to set aside a percentage of a Company's assets for the benefit of the unsecured creditors in cases where the Company gave a "floating charge" over its assets to a lender on or after 15 September 2003. This is known as the "prescribed part of the net property." A Company's net property is that left after paying the preferential creditors, but before paying the lender who holds a floating charge. An Administrator has to set aside:

- 50% of the first £10,000 of the net property; and
- 20% of the remaining net property;

up to a maximum of £600,000.

The Company gave a floating charge to H2P which was created on 17 December 2019 and delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 6 January 2020 to Companies House. H2P are owed approximately £104,402 under their floating charge representing the shortfall (brought down) under their fixed charge. The prescribed part provisions will apply; however, the Administrators' estimate of the financial position of the Company shows that the net property of the Company is £Nil, and therefore the prescribed part of the net property for unsecured creditors is also £Nil.

5.9. Unsecured Creditors

At the date of Administration, the Company's records detailed 22 creditors with estimated claims of £1,110,366.

The Joint Administrators have not yet received any claims from creditors in the Administration but would advise you that the Joint Administrators do not have the power to declare and pay a dividend without obtaining a Court order to do so and therefore the Joint Administrators do not intend

to review or agree the claims of the unsecured creditors. Based on the information available at present, it is not anticipated that there will be a dividend to the unsecured creditors.

6. Joint Administrators' Receipts and Payments Account

The Joint Administrators attach a summary of the receipts and payments relating to the Company for the period from when it entered Administration, 23 November 2020, to the date of these proposals, at Appendix IV.

To date the Joint Administrators have received £89,500 (excluding VAT) which was included in the pre-pack sale and is subject to H2P's fixed charge. The Joint Administrators bank account is held with Barclays Bank and is interest bearing.

7. Proposed Future Actions of the Joint Administrators to achieve the Objective of the Administration and Anticipated Exit

Below is a summary of the activities that the Joint Administrators anticipate undertaking in completing the above:

- 7.1. Provide such assistance to H2P as is required under the terms of the sale contract.
- 7.2. The Joint Administrators will seek regular updates from H2P regarding any successful Trigger Award being made.
- 7.3. Realise the office equipment and pursue any VAT and insurance refunds.
- 7.4. Undertake their statutory duties as Administrators, including undertaking an investigation into the Company's affairs and the conduct of the directors in the period prior to Administration for the purposes of reporting to the Insolvency Service on the same and identifying any transactions capable of being challenged.
- 7.5. The Joint Administrators shall distribute the realisations in the Administration to H2P under the terms of the fixed and floating charge and pay a dividend to

Joint Administrators' Proposals

preferential creditors if sufficient assets are realised. The Company's financial position means there are insufficient assets to enable me to pay any dividend to non-preferential unsecured creditors.

Upon completion of this work, it is proposed that a Notice of Move from Administration to Dissolution be filed with the Registrar of Companies in order that the Company be dissolved.

8. Pre-administration Remuneration and Expenses

8.1. Cork Gully LLP Time Costs

As mentioned earlier herein, Cork Gully LLP was instructed to provide the Company with professional advice relating to its ongoing business. Cork Gully LLP provided advice about the options available to the Company to help determine an appropriate course of action.

The pre-administration costs are based on time costs and expenses incurred in accordance with the charge out rates for Cork Gully LLP. Cork Gully LLP's Fee Practice Recovery Policy can be found at <https://www.corkgully.com/files/6415/5059/5343/PracticeFeeRecoveryPolicy.pdf>

The following work was undertaken in this respect:

- Advising the Board as to the remaining options available, including a pre-packaged sale of the business and assets in administration and the appropriate action to be taken to achieve this purpose;
- Advising on the financial position and control of the Company up to the date that the Company entered into Administration and advising on the protection of the Company's business and assets and/or the sale of its business and assets;
- Advising on the timing of the appointment of Administrators;
- Liaising with the Company and FLLP regarding the Company's interest in Cabot Energy Inc;
- Liaising with the Company and FLLP regarding the oil and gas exploration licences in Italy;
- Engaging with the potential purchaser, to ensure that

the pre-pack sale of the Company's shares and debt in certain of its subsidiaries was achieved;

- Extensive telephone conversations with the Board, the solicitors and the prospective purchaser regarding the structure of the pre-pack sale of the Company's shares and debt in certain of its subsidiaries, and the sale agreement;
- Extensive telephone conversations and email correspondence with various parties to ensure the sale was concluded;
- Consideration of various possible strategies for the Administration of the Company to try and improve realisations with a view to trying to achieve purpose (b) and subsequently (c);
- Review of various draft sale agreements and discussing the terms with the solicitors;
- Negotiating the Trigger Amount.

Attached at Appendix V is a schedule summarising the time spent by Cork Gully LLP in the period prior to the administration. The pre-administration time costs incurred (excluding VAT) amount to £108,982 of which the amount of £81,068 (excluding VAT) has already been paid by the Company prior to the appointment of the Joint Administrators.

Accordingly, the Joint Administrators are seeking approval in the amount of £27,914 in respect to our pre-appointment time costs that remained unpaid for the period of November 2020 up to and including the date of Administration (23 November 2020). If a Creditors' Committee is appointed, it will be for the Committee to approve the pre-Administration time costs. If a Committee is not appointed, then since the pre-administration costs have not yet been paid they cannot be approved as part of these proposals, the Joint Administrators will be seeking a separate decision from the creditors in this regard (see Section 12.1).

8.2. Expenses

The Company engaged FLLP to prepare the statutory documentation required for the Administration including the appropriate Board minutes, the Notice of Intention to Appoint Administrators and the Notice of Appointment of

Joint Administrators' Proposals

Administrators. They also arranged for these documents to be filed and obtained sealed copies of the Court order. Their costs were paid by the Company prior to Administration.

9. Joint Administrators' Remuneration and Expenses

The insolvency legislation allows different fee bases to be used for different tasks within the same appointment. The fee bases, or combination of bases, set for a particular appointment is/are subject to approval, generally by a committee if one is appointed by the creditors or, failing which, the creditors or the Court.

The alternative fee bases by which an office holder may now charge his fees for tasks within an appointment are either by reference to the time spent on attending to particular matters or, alternatively, either as a fixed fee or as a percentage of realisations.

Those responsible for approving the payments to an office holder or their associates should be provided with sufficient information to make an informed judgement about the reasonableness of the office holder's requests. This report is therefore written to comply with this requirement.

Further information about creditors' rights can be obtained by visiting the creditors' information micro-site published by the Association of Business Recovery Professionals (R3) at <http://www.creditorinsolvencyguide.co.uk/>. Details about how an office holder's fees may be approved for each case type are available in a series of Guidance Notes issued with Statement of Insolvency Practice 9, and they can be accessed at <https://www.r3.org.uk/technical-library/england-wales/sips/more/29125/page/1/sip-9-payments-to-insolvency-office-holders-and-their-associates/>

There are different versions of these guidance notes, and in this matter please refer to the April 2017 version. Please note that we have also provided further information on our Fee Practice Recovery Policy can be found at <https://www.corkgully.com/files/6415/5059/5343/PracticeFeeRecoveryPolicy.pdf>.

Fee Basis

The Joint Administrators are seeking a fixed fee of £65,000 in respect of the work outlined below. The Joint

Administrators consider that the work outlined below after taking into account the nature and value of the assets involved demonstrates why the fixed fee is expected to produce a fair and reasonable reflection of the work that is anticipated will be necessarily and properly undertaken.

The proposed fee is necessary to cover the following work:

Administration:

- Case planning - devising an appropriate strategy for dealing with the case and giving instructions to the staff to undertake the work on the case.
- Setting up electronic case files.
- Setting up the case on the practice's electronic case management system and entering data.
- Issuing the statutory notifications to creditors and other required on appointment as office holder, including gazetting the office holder's appointment.
- Issuing notifications to the directors of the Company regarding the requirement to provide a Statement of Affairs.
- Obtaining a specific penalty bond (this is insurance required by statute that every insolvency office holder has to obtain for the protection of each estate).
- Preparing, reviewing and issuing proposals to the creditors and members.
- Filing the proposals at Companies House.
- Reporting on the outcome of the approval of the proposals to the creditors, Companies House and the Court.
- Supervising the work of sub-contractors instructed on the case to assist in dealing with pension schemes; obtaining reports and updates from them on the work done; and checking the adequacy of the work done.
- Dealing with all routine correspondence and emails relating to the case.
- Opening, maintaining and managing the office holder's estate bank account.

Joint Administrators' Proposals

- Creating, maintaining and managing the office holder's cashbook.
- Undertaking regular reconciliations of the bank account containing estate funds.
- Reviewing the adequacy of the specific penalty bond on a quarterly basis.
- Undertaking periodic reviews of the progress of the case.
- Overseeing and controlling the work done on the case by case administrators.
- Preparing, reviewing and issuing 6 monthly progress reports to creditors and members.
- Filing progress reports at Companies House.
- Preparing and filing VAT returns.
- Preparing and filing Corporation Tax returns.
- Seeking closure clearance from HMRC and other relevant parties.
- Preparing, reviewing and issuing final reports to creditors and members.
- Filing the Notice of Move from Administration to Dissolution at Companies House together with the final account of the conduct of the Administration.

Realisation of Assets:

- Arranging suitable insurance over assets.
- Completion of the pre-pack sale.
- Liaising with the bank regarding the closure of the account.
- Instructing agents to value known assets.
- Liaising with H2P regarding possible Trigger Amount payable to the Company
- Liaising with agents to realise known assets.
- Instructing solicitors to assist in the realisation of assets.

- Reviewing the Company's records to identify potential additional assets to be realised for the benefit of creditors.

Creditors:

- Obtaining information from the case records about employee claims.
- Completing documentation for submission to the Redundancy Payments Office.
- Corresponding with employees regarding their claims.
- Supervising the work of sub-contractors instructed on the case to assist in dealing with employee claims; obtaining reports and updates from them on the work done; and checking the adequacy of the work done.
- Liaising with the Redundancy Payments Office regarding employee claims.
- Dealing with creditor correspondence, emails and telephone conversations regarding their claims.
- Maintaining up to date creditor information on the case management system.
- Paying tax deducted from the dividends paid to employees.

Investigations:

- Recovering the books and records for the case.
- Listing and reviewing books and records recovered to identify any transactions or actions the office holder may take against a third party in order to recover funds for the benefit of creditors.
- Submitting an online return on the conduct of the directors as required by the Company Directors Disqualification Act.
- Conducting an initial investigation with a view to identifying potential asset recoveries by seeking and obtaining information from relevant third parties, such as the bank, accountants, solicitors, etc.

There are certain tasks that the Joint Administrators have to carry out on nearly every case and although they are required

Joint Administrators' Proposals

by statute or regulatory guidance, or are necessary for the orderly conduct of the proceedings, they do not produce any direct benefit for creditors, but still have to be carried out. In the event the known asset realisations become protracted or our work leads to further areas of investigation and/or the identification of potential additional asset recoveries and any associated action, such as legal proceedings, it may be necessary to seek further creditor approval to draw fees in excess of the fixed fee. The fixed fee does also not cover the costs of bringing the Administration to an end via a creditors' voluntary liquidation or via presenting a winding up petition to the Court for the compulsory liquidation of the Company.

If a Creditors' Committee is appointed, it will be for the Committee to approve the basis of the Joint Administrators' remuneration. If a Committee is not appointed, then the Joint Administrators will be seeking a decision from the creditors.

Joint Administrators' Expenses

When requesting the basis of our fee authority, we are required to confirm the anticipated expenses that are likely to be incurred in administering the estate. Such expenses are categorised as either Category 1 or Category 2.

Category 1 Expenses

Category 1 expenses are directly referable to an invoice from a third party which is either in the name of the estate or Cork Gully LLP; in the case of the latter the invoices make reference to, and can therefore be directly attributed to, the estate. These disbursements are recoverable in full from the estate without the prior approval of creditors either by a direct payment from the estate or, where the firm has made payment on behalf of the estate, by a recharge of the amount invoiced by the third party. Examples of category 1 disbursements are statutory advertising, external meeting room hire, external storage, specific bond insurance and company search fees.

The following schedule confirms the Category 1 disbursements incurred to date and the anticipated additional expense to be incurred in respect of this matter:

Expense	Expenses to date (£)	Estimated expenses (£)
Statutory Bonding	70.00	nil
Statutory Advertising	85.95	85.95
Storage Costs	nil	1,000 – 1,500
Asset Insurance	nil	100 – 200
Postage	nil	100 – 150
Total	155.95	1,285.95 – 1,935.95

These disbursements are a necessary expense of administering the estate. Please note the above amounts are VAT exclusive.

Category 2 Expenses

Category 2 expenses are incurred by the firm and recharged to the estate; they are not attributed to the estate by a third-party invoice and/or they may include a profit element. These disbursements are recoverable in full from the estate, subject to the basis of the disbursement charge being approved by creditors in advance. Examples of category 2 disbursements are photocopying, internal room hire, internal storage and mileage.

Cork Gully LLP will not seek to charge or recover any category 2 disbursements incurred in respect of work undertaken on this assignment. Creditors' approval to draw category 2 disbursements is, therefore, not being sought on this occasion.

Agents and Professional Advisors

The following professional advisors have been instructed or are anticipated to be instructed during the course of the Administration:

FLLP

FLLP have been engaged to provide legal advice and assist with completing the pre-pack sale. It is also anticipated that they will be assist the Joint Administrators with any extension of the Administration period that is required. They have estimated their fees, on a time costs basis, at £7,500 plus VAT and disbursements.

Joint Administrators' Proposals

Evolve IS Limited ("Evolve")

There are certain tasks that are required to be undertaken in relation to dealing with and processing employees claims and any associated pension scheme and what action is required depends on the type of scheme that was in place, the number of employees that were members of the scheme and the contribution position in relation to the members at the date of Administration. The Joint Administrators have instructed Evolve, who are specialist employee/pension advisors, to deal with the employee claims and to investigate the existence of and deal with any schemes on behalf of the Joint Administrators. Their fixed fee for this work is £520 plus VAT and disbursements.

Williams and Partners Limited ("WPL")

WPL are valuation and insolvency agents who provided a desktop valuation of the Company's office equipment. Their fees, on a time costs basis, for the valuation are estimated at £250 - £500 plus VAT and disbursements.

Expenses and professional advisor's fees do not have to be approved, but when reporting to any committee and the creditors during the course of the Administration together with any subsequent Liquidation, the actual expenses incurred will be compared with the original estimate and an explanation of any material differences will be provided.

The choice of professionals was based on our perception of their experience and ability to perform this type of work and the complexity and nature of the assignment. The Joint Administrators also considered that the basis on which they will charge their fees represented value for money.

10. Joint Administrators' Investigations

The Joint Administrators have a duty to consider the conduct of those who have been directors of the Company at any time in the three years preceding the Administration. The Joint Administrators are also required to investigate the affairs of the Company in general in order to consider whether any civil proceedings should be taken on its behalf. The Joint Administrators should be pleased to receive from you any information you have that you consider will assist them in this duty. The Joint Administrators would stress that this request for information forms part of their normal investigation procedure.

11. Joint Administrators' Proposals

In order to achieve the objective, set out at section 3 above, Anthony Cork and I formally propose to creditors that:

- (a) The Joint Administrators continue to manage the business, affairs and property of the Company in order to achieve the purpose of the Administration. In particular that we:
 - i) will and reconcile the monies received from FLLP in relation to a share sale of certain of the Company's subsidiaries and associated debt;
 - ii) will seek regular updates from H2P regarding any successful Trigger Award being made;
 - iii) investigate and, if appropriate, pursue any claims that the Company may have against any person, firm or Company whether in contract or otherwise, including any officer or former officer of the Company or any person, firm or Company which supplies or has supplied goods or services to the Company; and
 - iv) do all such things and generally exercise all their powers as Joint Administrators as we consider desirable or expedient at our discretion in order to achieve the purpose of the Administration or protect and preserve the assets of the Company or maximise the realisations of those assets, or of any purpose incidental to these proposals.
- (b) the Administration of the Company will end by filing notice of dissolution with the Registrar of companies. The Company will then automatically be dissolved by the registrar of companies three months after the notice is registered.
- (c) In the event that the administration of the Company's affairs is not complete by the end of the 12 month period of the Administration and we don't consider it appropriate to extend the Administration, the Administration will end by the presentation of a winding up petition to the Court for the compulsory liquidation of the Company, and propose that Anthony Cork and I are appointed Joint Liquidators of the Company by the Court.

Joint Administrators' Proposals

12. Approval of Proposals

Since the purpose of the Administration is to achieve objective (c), that is to realise property in order to make a distribution to one or more secured or preferential creditors of the Company, the Joint Administrators are prohibited by the insolvency legislation from seeking a decision from the creditors to consider these proposals.

However, a creditor, or creditors, whose debts amount to at least 10% of the total debts of the Company can require me to convene a decision procedure to enable creditors to consider whether or not to approve these proposals and/or to consider such other decision as they see fit. Such a request must be received by the Joint Administrators within 8 business days from the date these proposals are delivered to the creditors. The proposals are deemed delivered on 23 December 2020. If creditors do not require the Joint Administrators to hold a decision procedure within that time period, then these proposals will be deemed to have been approved on 7 January 2021.

Creditors should note that the Joint Administrators need not initiate the decision procedure unless the creditor, or creditors, requisitioning the decision procedure provides them with such amount that the Joint Administrators request from them to meet the expenses of the requisitioned decision procedure.

12.1. Decisions by Correspondence of the Creditors under Paragraph 62(b) of Schedule B1 of the Insolvency Act 1986

The Joint Administrators are seeking decisions by correspondence (see Appendix VI) from the creditors to approve the pre-administration costs, fix the basis of the Joint Administrators remuneration and approve the Joint Administrators' discharge from liability upon filing the Joint Administrators' final report at Companies House. If a creditor wishes to vote on the decisions, they must complete and return the enclosed voting form (see Appendix VI) to the Joint Administrators by no later than 23.59 on 14 January 2021, the decision date. If a creditor has not already submitted proof of their debt, they should complete the enclosed form (see Appendix VII) and return it to this office, together with the relevant supporting documentation. A vote on the decisions by a creditor will not count unless they have lodged proof of their debt by no later than 23.59 on 14 January 2021.

Creditors are also invited to determine whether to form a Creditors' Committee, and a notice of invitation to form a Creditors' Committee (see Appendix VIII) and further instructions are enclosed. To enable the creditors to make an informed decision as to whether they wish to either seek to form a Committee, or to nominate themselves to serve on a Committee (see Appendix VIII), further information about the role of the Committee and what might be expected from its members has been prepared by R3 and can be found is available at the link <https://www.r3.org.uk/technical-library/england-wales/technical-guidance/creditor-guides/more/29111/page/1/liquidation-creditors-committees-and-commissioners/>.

Please note that the Joint Administrators must receive at least one vote by the decision date or the decisions will not be made. The Joint Administrators would therefore urge creditors to respond promptly.

Should any creditor or group of creditors wish to request a physical meeting of creditors, they must do so within 5 business days of the delivery of the notice that accompanies this report. Such requests must be supported by proof of their debt, if not already lodged. The Joint Administrators will convene a meeting if creditors requesting a meeting represent a minimum of 10% in value or 10% in number of creditors or simply 10 creditors, where "creditors" means "all creditors."

13. EC Regulation on Insolvency Proceedings

The Joint Administrators consider that the EC regulation on insolvency proceedings apply to the Administration of the Company. The Joint Administrators also consider that they are "main" proceedings since the Company's registered office is in the United Kingdom.

14. Further Information

To comply with the Provision of Services Regulations, some general information about Cork Gully LLP, including about our complaints policy and Professional Indemnity Insurance, can be found at www.corkgully.com/files/3416/0588/1943/ProvisionofServicesRegulationsSummary.pdf.

If creditors have any queries regarding these proposals or the conduct of the Administration in general, or if they want hard copies of any of the documents made available

Joint Administrators' Proposals

on-line, they should contact Darren Habgood on the above telephone number, or by email at darrenhabgood@corkgully.com.

Yours faithfully

For and on behalf of the Company



Stephen Cork
Joint Administrator

Stephen Cork and Anthony Cork were appointed Administrators of the Company on 23 November 2020. The affairs, business and property of the Company are being managed by the Administrators, who act as the Company's agents and without personal liability. Stephen Cork and Anthony Cork are authorised to act as an Insolvency Practitioners in the United Kingdom by the Institute of Chartered Accountants in England and Wales. The Administrators' proposals report has been produced for the sole purpose of advising creditors pursuant to the provisions of the Insolvency Act 1986. 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 this report to them, or by any other person for any purpose whatsoever.

Appendix I - Statutory Information

Company name:	Cabot Energy Limited
Previous name:	Cabot Energy Plc
Trading name:	N/A
Company number:	2933545
Date of incorporation:	27 May 1994
Trading address:	93-95 Gloucester Place, London W1U 6JQ
Current registered office:	6 Snow Hill, London EC1A 2AY
Former registered office:	Riverbank House, 2 Swan Lane, London EC4R 3TT
Principal trading activity:	Extraction of crude petroleum
Appointment Details	
Administrators	Stephen Robert Cork and Anthony Malcolm Cork
Administrators' address	6 Snow Hill, London EC1A 2AY
Date of appointment	23 November 2020
Court name and reference	High Court of Justice, Business and Property Courts of England and Wales Court Reference No.CR-2020-004288
Appointment made by:	Directors
Actions of Administrators:	Any act required or authorised under any enactment to be done by an administrator may be done by either or both of the Administrators acting jointly or alone.

Officers of the Company	Appointed	Resigned	Shareholding
Directors			
Campbell Joseph Airlie	20 December 2016	-	Nil
Scott Hugh Aitken	20 December 2019	-	Nil
Petro Mychalkiw	29 January 2018	-	Nil
Company Secretary:			
William James Anderson	5 January 2015	23 November 2020	12,284

Share Capital:
Authorised

74,460,984 1p shares allotted, called up and fully paid

Charges:

The Company granted a debenture (containing a fixed and floating charge) to High Power Petroleum LLC ("H2P") which was created on 17 December 2019 and delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 6 January 2020. H2P are owed USD 4,828,791 (£3,632,309) converted at an exchange rate of £ to \$1.3294 as at 23 November 2020.

Appendix II - Company's Recent Trading Performance

Cabot Group Financial KPIs	2017 (12 months)	2018 (12 months)	2019 (12 months)	2020 (9 months)
	Consolidated US\$ millions	Consolidated US\$ millions	Consolidated US\$ millions	Consolidated US\$ millions
Oil & Gas Production Volumes (avg. barrels per day)	411	703	444	258
Revenue	4.8	12.2	7.4	2.0
Loss from operations	(3.0)	(5.6)	(3.9)	(3.8)
Asset Impairment Losses	(0.7)	(0.4)	(0.2)	(27.3)
Net Loss	(3.1)	(6.1)	(4.7)	(35.5)
Cash From Operations	(1.9)	(0.1)	(2.6)	(2.2)
Cash Used in Investing Activities	(4.4)	(16.0)	(2.7)	(1.7)
Cash From Financing Activities:	1.4	15.3	4.8	4.0
Share Capital Issue Proceeds	1.8	15.3	4.4	0.0
High Power Petroleum Shareholder Loans	0.0	0.0	0.5	4.0
Other	(0.4)	0.0	(0.1)	0.1
Closing Cash Balance	1.8	0.9	0.3	0.4
Share Capital Issue Proceeds:				
High Power Petroleum Share Subscriptions	0.5	12.1	3.7	0.0
Other Shareholder Share Subscriptions	1.3	3.2	0.7	0.0
Current Assets	4.4	1.7	1.5	1.3
Current Liabilities	(10.7)	(6.2)	(4.0)	(5.7)
Working Capital	(6.3)	(4.5)	(2.5)	(4.4)
Non-Current Liabilities	(11.1)	(12.7)	(14.5)	(18.9)

Appendix III - Directors' Statement of Affairs

Rule 3.30 Insolvency (England and Wales) Rules 2016

Statement of affairs

Name of Company Cabot Energy Limited	Company number 02933545
In the High Court of Justice – The Business & Property Courts of England & Wales	Court case number CR-2020-004288

Statement as to the affairs of Cabot Energy Limited ("the company")
on the 23 November 2020, the date that the company entered administration.

Statement of Truth

I believe that the facts stated in this statement of affairs are a full, true and complete statement of the affairs of the above named company as at 23 November 2020 the date that the company entered administration. I understand that proceedings for contempt of court may be brought against anyone who makes, or causes to be made, a false statement in a document verified by a statement of truth without an honest belief in its truth.

Full name Petro Mychalkiw

Signed




Date

09 December 2020

Appendix III - Directors' Statement of Affairs

A – Summary of Assets

	Book value GBP	Estimated to realise GBP
Assets subject to fixed charge:		
Investments in subsidiaries	14,781,620	3,527,907
Less: fixed charge holder: High Power Petroleum LLC	(3,632,309)	(3,632,309)
Shortfall to fixed charge holder (carried forward)	11,149,311	(104,402)
Assets subject to floating charge:		
Fixtures, fittings and equipment	8,019	5,200
Cash at Bank	884	884
Owed by subsidiaries	1,278,374	7,523
VAT	33,017	0
Prepayments	93,650	uncertain
Estimated total assets available for preferential creditors	1,413,944	13,607

Signature  Date 09 December 2020

Appendix III - Directors' Statement of Affairs

A1 – Summary of Liabilities

Estimated total assets available for preferential creditors (carried from page A)		13,607
Liabilities		
Preferential creditors:-		
Employees	(14,844)	(14,844)
Estimated deficiency/surplus as regards preferential creditors		(1,237)
Estimated prescribed part of net property where applicable (to carry forward)	0	0
Estimated total assets available for floating charge holders		(1,237)
Debts secured by floating charges (brought down)	(104,402)	(104,402)
Estimated deficiency/surplus of assets after floating charges		(105,639)
Estimated prescribed part of net property where applicable (brought down)	0	0
Total assets available to unsecured creditors		(105,639)
Unsecured non-preferential claims (excluding any shortfall to floating charge holders)	(935,267)	
Consumer creditors for pre-paid goods or services	0	
Employees	(175,099)	(1,110,366)
Estimated deficiency/surplus as regards non-preferential creditors (excluding any shortfall to floating charge holders)		(1,216,005)
Shortfall to floating charge holders (brought down)		0
Estimated deficiency/surplus as regards creditors		(1,216,005)
Issued and called up capital	(744,610)	(744,610)
Estimated total deficiency/surplus as regards members		(1,960,615)

Signature



Date 09 December 2020

Appendix III - Directors' Statement of Affairs

B Company Creditors

Note You must include all creditors and identify creditors under hire-purchase, chattel leasing or conditional sale agreements *and* creditors claiming retention of title over property in the company's possession.

Name of creditor or claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
Unsecured creditors					
LUTHER PENDRAGON Limited	SECOND FLOOR 48 GRACECHURCH STREET LONDON, EC3V 0EJ	10,800.00	none	none	none
BOX.com (UK) Limited	4 NORTH ROW 2ND FLOOR LONDON, CANADA W1K7LL	1,987.20	none	none	none
CORE DATA CLOUD Limited	49 SHANDON ROAD LONDON, UNITED KINGDOM SW4 9HS	1,296.00	none	none	none
GROW KNOW INTERNATIONAL SL	C/PRINCIPE DE VERGARA 211 28002 MADRID SPAIN	270.45	none	none	none
IRON MOUNTAIN (UK) LIMITED	WHITELAW HOUSE ALDERSTONE BUSINESS PARK MACMILLAN ROAD LIVINGSTONE, SCT UNITED KINGDOM EH54 7DG	1,925.46	none	none	none
LONDON STOCK EXCHANGE PLC	10 PATERNOSTER SQUARE LONDON, LND UNITED KINGDOM EC4M 7LS	5,376.00	none	none	none
MACOM CONSULTING LIMITED	ONE EUSTON SQUARE 40 MELTON STREET LONDON, LND UNITED KINGDOM NW12FD	832.50	none	none	none
NEVILLES REGISTRARS Limited	NEVILLE HOUSE 18 LAUREL LANE HALESOWEN, DUD UNITED KINGDOM B63 3DA	868.11	none	none	none
PRICEWATERHOUSECOOPERS LLP	HAY'S GALLERIA HAY'S LANE LONDON, LND UNITED KINGDOM SE1 2RD	38,400.00	none	none	none
PRICEWATERHOUSECOOPERS COMPLIANCE SERVICES S.L.	PASEO DE LA CASTELLANA 259 B 28046 MADRID SPAIN	376.53	none	none	none
SOPHER AND CO	5 ELSTREE GATE ELSTREE WAY BOREHAMWOOD HERTFORDSHIRE, WD6 1JD	73.67	none	none	none
STORM TECHNOLOGIES LTD	40-41 PARK HOUSE GREENHILL CRESCENT WATFORD BUSINESS PARK WATFORD, HRT UNITED KINGDOM WD18 8PH	1,353.26	none	none	none
STRAND HANSON LIMITED	26 MOUNT ROW LONDON W1K 3SQ	17,849.40	none	none	none
Lloyds Bank	25 Gresham Street, London EC2V 7HN	611.59	none	none	none
Deloitte LLP	The Pinnacle 150 Midsummer Boulevard Milton Keynes Buckinghamshire MK9 1FD	20,880.00	none	none	none
HMRC	Direct BX5 5BD	138,944.68	none	none	none
Northern Petroleum Netherlands Limited	93-95 Gloucester Place London W1U 6JQ	388,698.11	none	none	none
Northern Petroleum E&P Holdings Limited	93-95 Gloucester Place London W1U 6JQ	304,724.27	none	none	none
		935,267.22			
Secured creditors					
High Power Petroleum LLC loan	93-95 Gloucester Place London W1U 6JQ	3,632,308.82	fixed and floating charges	17/12/2019	unlimited

Note You must include all creditors and identify creditors under hire-purchase, chattel leasing or conditional sale agreements *and* creditors claiming retention of title over property in the company's possession.

Signature  Date 09 December 2020

Appendix III - Directors' Statement of Affairs

Vestra Nominees Limited	14 Cornhill London EC3V 3NR United Kingdom	Ordinary	1p	103	1p	1.03
Reyker Nominees Limited	17 Moorgate London EC2R 6AR United Kingdom	Ordinary	1p	10	1p	0.10
Bankamerica Nominees Limited	2 King Edward Street London EC1A 1HQ United Kingdom	Ordinary	1p	133	1p	1.33
Bofa Securities Inc	2 King Edward Street London EC1A 1HQ United Kingdom	Ordinary	1p	100	1p	1.00
Merrill LYNCH International	2 King Edward Street London EC1A 1HQ United Kingdom	Ordinary	1p	5	1p	0.05
Smith & Williamson Nominees Limited	206 ST Vincent Street Glasgow G2 5SG United Kingdom	Ordinary	1p	1,094	1p	10.94
Moorpark Investments LTD	21 Turnberry Avenue Onchan Isle Of Man IM3 2JX United Kingdom	Ordinary	1p	136	1p	1.36
Morgan Stanley Client Securities Nominees Limited	25 Cabot Square Canary Wharf London E14 4QA United Kingdom	Ordinary	1p	2,352	1p	23.52
Dot Web Design Limited	27 Leconfield Avenue London SW13 0LD United Kingdom	Ordinary	1p	12	1p	0.12
Tolwall Limited	28 Wallingford Avenue London W10 6PX United Kingdom	Ordinary	1p	119	1p	1.19
Halb Nominees Limited	33 Great Charles Street Birmingham B3 3JN United Kingdom	Ordinary	1p	1,958	1p	19.58
W B Nominees Limited	3RD Floor North Wing 27-43 Eastern Road Romford Essex RM1 3NH United Kingdom	Ordinary	1p	20,634	1p	206.34
C I P M Nominees Limited	3RD Floor Windward House La Route De La Liberation ST Helier Jersey JE1 1QJ Jersey	Ordinary	1p	18	1p	0.18
J M Finn Nominees Limited	4 Coleman Street London EC2R 5TA United Kingdom	Ordinary	1p	8,137	1p	81.37
Lawshare Nominees Limited	4 Exchange Quay Salford Quays Manchester M5 3EE United Kingdom	Ordinary	1p	221,400	1p	2,214.00
East Coast Management Services Limited	40 Tomline Road Felixstowe Suffolk IP11 7PA United Kingdom	Ordinary	1p	185	1p	1.85
Thomas Grant And Company Nominees Limited	40A Friar Lane Leicester LE1 5RA United Kingdom	Ordinary	1p	7	1p	0.07
CGWL Nominees Limited	41 Lothbury London EC2R 7AE United Kingdom	Ordinary	1p	2,035	1p	20.35
Ubs Private Banking Nominees LTD	5 Broadgate London EC2M 2AN United Kingdom	Ordinary	1p	48,463	1p	484.63
Cantor Fitzgerald Europe	5 Churchill Place Canary Wharf London E14 5HU United Kingdom	Ordinary	1p	164,093	1p	1,640.93
Barclays Capital Nominees (No.2) Limited	5 The North Colonnade Canary Wharf London E14 4BB United Kingdom	Ordinary	1p	76	1p	0.76
Rock (Nominees) Limited	55 Bishopsgate London EC2N 3AS United Kingdom	Ordinary	1p	195,044	1p	1,950.44
Garland Electronics LTD	763 High Road Finchley London N12 8LD United Kingdom	Ordinary	1p	116	1p	1.16
JIM Nominees Limited	78 Mount Ephraim Tunbridge Wells Kent TN4 8BS United Kingdom	Ordinary	1p	16,864	1p	168.64
HSBC Global Custody Nominee (Uk) Limited	8 Canada Square London E14 5HQ United Kingdom	Ordinary	1p	75,904	1p	759.04
Atlaslocal Limited	9 Bidborough Close Bromley Kent BR2 9DW United Kingdom	Ordinary	1p	241	1p	2.41
Redmayne (Nominees) Limited	9 Bond Court Leeds LS1 2JZ United Kingdom	Ordinary	1p	63,355	1p	633.55
Cheviot Capital (Nominees) LTD	90 Long Acre London WC2E 9RA United Kingdom	Ordinary	1p	243	1p	2.43
KAS Nominees Limited	9TH Floor Westferry House 11 Westferry Circus London E14 4HD United Kingdom	Ordinary	1p	654	1p	6.54
Isi Nominees Limited	C/O Adm Investor Services Intl LTD 3RD Floor The Minster Building 21 Mincing Lane London EC3R 7AG United Kingdom	Ordinary	1p	100	1p	1.00
Grnaville Securities LTD - Fund A	C/O Ali Clarke HSBC P O Box 14 ST Helier Jersey JE4 8NJ Jersey	Ordinary	1p	90	1p	0.90
DNB Bank Asa	C/O Citibank Na Citigroup Centre Canada Square Canary Wharf London E14 5LB United Kingdom	Ordinary	1p	71,017	1p	710.17
Hawker Holdings Limited	C/O Leopold Joseph (Bahamas) LTD 3RD Floor Eurocanadian Centre Marlborough Street Po Box N4901 Nassau Bahamas Bahamas	Ordinary	1p	1,031	1p	10.31
Adriatic Oil PLC	C/O Neville Registrars Limited Neville House Steelpark Road Halesowen B62 8HD United Kingdom	Ordinary	1p	50	1p	0.50

Appendix III - Directors' Statement of Affairs

AS Nominees (No 1) Limited	C/O Neville Registrars Limited Neville House Steelpark Road Halesowen B62 8HD United Kingdom	Ordinary	1p	1	1p	0.01
Edinburgh Holdings	C/O Neville Registrars Limited Neville House Steelpark Road Halesowen B62 8HD United Kingdom	Ordinary	1p	2,000	1p	20.00
Ffilmiau R Bont CYF	C/O Neville Registrars Limited Neville House Steelpark Road Halesowen B62 8HD United Kingdom	Ordinary	1p	20	1p	0.20
Midas Investment Management LTD	C/O Neville Registrars Limited Neville House Steelpark Road Halesowen B62 8HD United Kingdom	Ordinary	1p	2	1p	0.02
Northeastern Oilfield Services Limited	C/O Neville Registrars Limited Neville House Steelpark Road Halesowen B62 8HD United Kingdom	Ordinary	1p	1,448,687	1p	14,486.87
Union Pension Trustees Limited	C/O Neville Registrars Limited Neville House Steelpark Road Halesowen B62 8HD United Kingdom	Ordinary	1p	20	1p	0.20
Huntress (Ci) Nominees Limited	C/O Pershing Limited Royal Liver Building Pier Head Liverpool L3 1LL United Kingdom	Ordinary	1p	38	1p	0.38
Euroclear Nominees Limited	C/O The Bank Of New York, London One Piccadilly Gardens Manchester M1 1RN United Kingdom	Ordinary	1p	33,461	1p	334.61
Platform Securities Nominees Limited	Canterbury House 85 Newhall Street Birmingham B3 1LH United Kingdom	Ordinary	1p	140	1p	1.40
Finecobank Banca Fineco Spa	Citigroup Centre Canada Square Canary Wharf London E14 5LB United Kingdom	Ordinary	1p	1,150	1p	11.50
Nordea Bank Abp	Citigroup Centre Canada Square Canary Wharf London E14 5LB United Kingdom	Ordinary	1p	40	1p	0.40
Vidacos Nominees Limited	Citigroup Centre Canada Square Canary Wharf London E14 5LB United Kingdom	Ordinary	1p	589,580	1p	5895.80
Dartington Portfolio Nominees Limited	Colston Tower Colston Street Bristol BS1 4RD United Kingdom	Ordinary	1p	2,318	1p	23.18
Davycrest Nominees	Davy House 49 Dawson Street Dublin 2 Ireland Ireland	Ordinary	1p	7,361	1p	73.61
Interactive Investor Services Nominees Limited	Exchange Court Duncombe Street Leeds LS1 4AX United Kingdom	Ordinary	1p	436,108	1p	4,361.08
The Corporation Of Lloyds	Fidentia House Walter Burke Way Chatham Kent ME4 4RN United Kingdom	Ordinary	1p	139	1p	1.39
ST Anns Square Nominees Limited	Henry Pilling House 29 Booth Street Manchester M2 4AF United Kingdom	Ordinary	1p	94,561	1p	945.61
James Capel (Nominees) Limited	HSBC Bank PLC 8 Canada Square London E14 5HQ United Kingdom	Ordinary	1p	2,177	1p	21.77
BBHISL Nominees Limited	HSBC Institutional Fund Services HSBC Bank PLC Level 29 8 Canada Square London E14 5HQ United Kingdom	Ordinary	1p	200	1p	2.00
Villard Enterprises Limited	Lamayuru Finca De Los Tres Amigos 04288 Bedar Almeria Spain Spain	Ordinary	1p	3,316	1p	33.16
Interactive Brokers LLC	Level 20 Heron Tower 110 Bishopsgate London EC2N 4AY United Kingdom	Ordinary	1p	20,226	1p	202.26
Hargreaves Lansdown (Nominees) Limited	One College Square South Anchor Road Bristol BS1 5HL United Kingdom	Ordinary	1p	298,137	1p	2,981.37
BNY (OCS) Nominees Limited	One Piccadilly Gardens Manchester M1 1RN United Kingdom	Ordinary	1p	51	1p	0.51
The Bank Of New York (Nominees) Limited	One Piccadilly Gardens Manchester M1 1RN United Kingdom	Ordinary	1p	5,027	1p	50.27
Share Nominees LTD	Oxford House Oxford Road Aylesbury Bucks HP21 8SZ United Kingdom	Ordinary	1p	99,895	1p	998.95
Forest Nominees Limited	P.O. Box 328 ST Peter Port Guernsey GY1 3TY Guernsey	Ordinary	1p	26,949	1p	269.49
Goldman Sachs Securities (Nominees) Limited	Plumtree Court 25 Shoe Lane London EC4A 4AU United Kingdom	Ordinary	1p	21,450	1p	214.50
Brewin Nominees Limited	Po Box 1025 Time Central Gallowgate Newcastle Upon Tyne NE99 1SX United Kingdom	Ordinary	1p	4,037	1p	40.37
Alliance Trust Savings Nominees LTD	Po Box 164 8 West Marketgait Dundee DD1 9YP United Kingdom	Ordinary	1p	37,150	1p	371.50
Pershing (Ci) Nominees Limited	Po Box 171 5 ST Andrews Place Charing Cross ST Helier Jersey JE4 9RB Jersey	Ordinary	1p	467	1p	4.67
James Brearley Crest Nominees Limited	Po Box 34 Walpole House Unit 2 Burton Road Blackpool FY4 4WX United Kingdom	Ordinary	1p	241	1p	2.41
Wealth Nominees Limited	Po Box 4976 Lancing BN99 8WF United Kingdom	Ordinary	1p	182,068	1p	1,820.68

Appendix III - Directors' Statement of Affairs

Chase Nominees Limited	Po Box 7732 1 Chaseside Bournemouth BH1 9XA United Kingdom	Ordinary	1p	260	1p	2.60
State Street Nominees Limited	Quatermile 3 10 Nighlingale Way Edinburgh EH3 9EG United Kingdom	Ordinary	1p	232	1p	2.32
Goodbody Stockbrokers Nominees Limited	Royal Liver Building Liverpool L3 1LL United Kingdom	Ordinary	1p	77	1p	0.77
Fiske Nominees Limited	Salisbury House London Wall London EC2M 5QS United Kingdom	Ordinary	1p	8,604	1p	86.04
Rene Nominees (Iom) Limited	Securities House 38-42 Athol Street Douglas Isle Of Man IM1 1QH United Kingdom	Ordinary	1p	467	1p	4.67
Societe Generale S.A.	Societe Generale Roc's Ovs Tours Societe Generale 189 Rue D'Aubervilliers 75886 Paris Cedex 18 France France	Ordinary	1p	1,000	1p	10.00
Winterflood Client Nominees Limited	The Atrium Building Cannon Bridge House 25 Dowgate Hill London EC4R 2GA United Kingdom	Ordinary	1p	233	1p	2.33
BNY Mellon Nominees Limited	The Bank Of New York Mellon One Piccadilly Gardens Manchester M1 1RN United Kingdom	Ordinary	1p	1,830	1p	18.30
Rulegate Nominees Limited	The Exchange 5 Bank Street Bury Lancashire BL9 0DN United Kingdom	Ordinary	1p	833	1p	8.33
Pershing International Nominees Limited	The Royal Liver Building Pier Head Liverpool L3 1LL United Kingdom	Ordinary	1p	864	1p	8.64
Pershing Nominees Limited	The Royal Liver Building Pier Head Liverpool L3 1LL United Kingdom	Ordinary	1p	39,206	1p	392.06
HSDL Nominees Limited	Trinity Road Halifax HX1 2RG United Kingdom	Ordinary	1p	645,237	1p	6,452.37
Individual Shareholder's	Various	Ordinary	1p	1,545,105	1p	15,451.05
						744,609.84

Signature



Date 09 December 2020

Appendix III - Directors' Statement of Affairs

Rule 3.31

Insolvency (England and Wales) Rules 2016

Statement of concurrence

Name of Company Cabot Energy Limited	Company number 02933545
In the High Court of Justice – The Business & Property Courts of England & Wales [full name of court]	Court case number CR-2020-004288

(a) Insert full name and address of registered office of company to which statement of affairs relates

With regards the Statement of Affairs of (a) Cabot Energy Limited, Riverbank House, 2 Swan Lane, London EC4R 3TT ("the Company")

(b) Insert date statement of truth on the statement of affairs was made

made on (b) 9 December 2020

(c) Insert full name of person who made the statement of truth on the statement of affairs being concurred with

by (c) Petro Mychalkiw

Statement of Truth

(d) Insert full name and address of person making statement

I (d) Campbell Joseph Airlie

*Delete as applicable

* concur with the Statement of Affairs of the above company and I believe that the facts stated in the Statement of Affairs are a full, true and complete statement of the affairs of the company on the date that it entered administration. I understand that proceedings for contempt of court may be brought against anyone who makes, or causes to be made, a false statement in a document verified by a statement of truth without an honest belief in its truth.

Appendix III - Directors' Statement of Affairs

OR

- (e) Please list matters in the statement of affairs which you are not in agreement with, or which you consider to be erroneous or misleading, or matters to which you have no direct knowledge and indicate reason for listing them

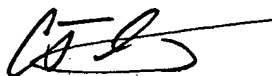
~~*concur with the Statement of Affairs of the above company, subject to the following qualifications (e)~~

~~and believe that, subject to these qualifications, the facts stated in the statement of affairs are a full, true and complete statement of the affairs of the company on the date that it entered administration. I understand that proceedings for contempt of court may be brought against anyone who makes, or causes to be made, a false statement in a document verified by a statement of truth without an honest belief in its truth.~~

Full Name

CAMPBELL JOSEPH AIRLIE

Signed



Dated

09 DECEMBER 2020

Appendix III - Directors' Statement of Affairs

Rule 3.31

Insolvency (England and Wales) Rules 2016

Statement of concurrence

Name of Company Cabot Energy Limited	Company number 02933545
In the High Court of Justice – The Business & Property Courts of England & Wales [full name of court]	Court case number CR-2020-004288

(a) Insert full name and address of registered office of company to which statement of affairs relates

With regards the Statement of Affairs of (a) Cabot Energy Limited, Riverbank House, 2 Swan Lane, London EC4R 3TT ("the Company")

(b) Insert date statement of truth on the statement of affairs was made

made on (b) 9 December 2020

(c) Insert full name of person who made the statement of truth on the statement of affairs being concurred with

by (c) Petro Mychalkiw

Statement of Truth

(d) Insert full name and address of person making statement

I (d) Scott Hugh Aitken

*Delete as applicable

* concur with the Statement of Affairs of the above company and I believe that the facts stated in the Statement of Affairs are a full, true and complete statement of the affairs of the company on the date that it entered administration. I understand that proceedings for contempt of court may be brought against anyone who makes, or causes to be made, a false statement in a document verified by a statement of truth without an honest belief in its truth.

Appendix III - Directors' Statement of Affairs

OR

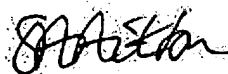
- (e) Please list matters in the statement of affairs which you are not in agreement with, or which you consider to be erroneous or misleading, or matters to which you have no direct knowledge and indicate reason for listing them

~~*concur with the Statement of Affairs of the above company, subject to the following qualifications (e)~~

~~and believe that, subject to these qualifications, the facts stated in the statement of affairs are a full, true and complete statement of the affairs of the company on the date that it entered administration. I understand that proceedings for contempt of court may be brought against anyone who makes, or causes to be made, a false statement in a document verified by a statement of truth without an honest belief in its truth.~~

Full Name SCOTT HUGH AITKEN

Signed



Dated

09 DECEMBER 2020

Appendix IV - Joint Administrators' Summary of Receipts & Payments

	From 23/11/2020 to 21/12/2020 (£)
Receipts	
Cash at Bank (fixed charge account)	89,500.00
	89,500.00
Payments	
	NIL
Balance in hand	89,500.00

Appendix V - Pre-Appointment Time Costs

Classification of Work Function	Partner	Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost (£)	Average Hourly Rate (£)
Administration & Planning							
Cashiering	0.00	0.00	0.00	0.20	0.20	48.00	240.00
Job planning & progression meetings	25.40	0.00	1.00	0.00	26.40	15,948.00	604.09
	25.40	0.00	1.00	0.20	26.60	15,996.00	601.35
Pre Appointment							
AML	7.50	0.00	2.60	0.00	10.10	5,170.00	511.88
Conflict & ethics checks	0.00	0.00	0.80	0.00	0.80	160.00	200.00
Engagement letter	2.40	0.00	3.40	0.00	5.80	2,212.00	381.38
Company & background checks	0.00	0.30	6.60	0.00	6.90	1,714.00	248.41
Initial meeting & general advisory	72.70	0.00	5.90	0.00	78.60	46,490.00	591.48
Preparation of appointment documents	0.00	0.90	1.00	0.00	1.90	686.00	361.05
Internal strategy & planning meetings	2.30	1.10	6.60	0.00	10.00	3,484.00	348.40
Prepack sale of business	42.10	0.00	0.00	0.00	42.10	26,102.00	620.00
Other matters	2.40	0.00	2.60	0.00	5.00	2,008.00	401.60
ADVISORY : Restructuring advice							
Restructuring Advice	8.00	0.00	0.00	0.00	8.00	4,960.00	620.00
Pre Appointment	137.40	2.30	29.50	0.00	169.20	92,986.00	549.56
Total Hours	162.80	2.30	30.50	0.20	195.80	108,982.00	556.60
Fees Billed						81,068.00	
Fees Outstanding (for the period of November 2020 up to and including the date of Administration)						27,914.00	

Appendix VI - Notice of Voting on Decision by Correspondence

Cabot Energy Limited ("the Company") - In Administration

**In the High Court of Justice: CR-2020-004288
(Company Number 02933545)**

Notice is given by Stephen Robert Cork and Anthony Malcolm Cork to the creditors of Cabot Energy Limited that set out below are decisions for your consideration under rule 15.8 of The Insolvency (England and Wales) Rules 2016 ("the Rules"). Please complete the voting section below indicating whether you are in favour or against the following decisions:

1. That a creditors committee be established.
2. That the unpaid pre-Administration costs in the amount of £27,914 plus VAT as set out in the Joint Administrators' proposals be approved and paid from the funds available in the Administration.
3. That the Joint Administrators' remuneration be fixed at £65,000 plus VAT and disbursements and that this fee be drawn from the funds available in the Administration.
4. That the Joint Administrators are discharged from liability, in accordance with Paragraph 98 of Schedule B1 of the Insolvency Act 1986, upon filing the their final report at Companies House.

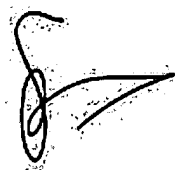
The final date for votes is 14 January 2021 , the decision date.

1. In order for their votes to be counted creditors must submit to me their completed voting form so that it is received at Cork Gully LLP, 6 Snow Hill, London, EC1A 2AY by no later than 23.59 hours on 14 January 2021. It must be accompanied by proof of their debt, (if not already lodged). Failure to do so will lead to their vote(s) being disregarded.
2. Creditors must lodge proof of their debt (if not already lodged) at the offices of Cork Gully LLP, 6 Snow Hill, London, EC1A 2AY
3. Creditors with claims of £1,000 or less must have lodged proof of their debt for their vote to be valid.
4. Any creditors who have previously opted out from receiving documents in respect of the insolvency

proceedings are entitled to vote on the decisions provided they have lodged proof of their debt.

5. Creditors may, within 5 business days of delivery of this notice to them, request a physical meeting of creditors be held to determine the outcome of the decisions above. Any request for a physical meeting must be accompanied by valid proof of their debt (if not already lodged). A meeting will be convened if creditors requesting a meeting represent a minimum of 10% in value or 10% in number of creditors or simply 10 creditors, where "creditors" means "all creditors."
6. Creditors have the right to appeal a decision of the convener made under Chapter 8 of Part 15 of The Insolvency (England and Wales) Rules 2016 about Creditors' Voting Rights and Majorities, by applying to Court under Rule 15.35 of The Insolvency (England and Wales) Rules 2016 within 21 days of 14 January 2021 the Decision Date.

Creditors requiring further information regarding the above, should either contact me at 6 Snow Hill, London, EC1A 2AY, or contact Darren Habgood by telephone on 020 7268 2150, or by email at darrenhabgood@corkgully.com.



Stephen Cork
Joint Administrator

Dated 21 December 2020

Appendix VI - Notice of Voting on Decision by Correspondence

Cabot Energy Limited ("the Company") – In Administration
In the High Court of Justice: CR-2020-004288
(Company Number 02933545)

Voting on Decisions

1. That a creditors committee be established.

***For / Against**

2. That the unpaid pre-Administration costs in the amount of £27,914 plus VAT as set out in the Joint Administrators' proposals be approved and paid from the funds available in the Administration.

***For / Against**

3. That the Joint Administrators' remuneration be fixed at £65,000 plus VAT and disbursements and that this fee be drawn from the funds available in the Administration.

***For / Against**

4. That the Joint Administrators are discharged from liability, in accordance with Paragraph 98 of Schedule B1 of the Insolvency Act 1986, upon filing their final report at Companies House.

***For / Against**

TO BE COMPLETED BY CREDITOR WHEN RETURNING FORM:

Name of Creditor : _____

Signature of Creditor : _____

(Complete the following if signing on behalf of creditor, e.g. director/solicitor)

Capacity in which signing document: _____

Dated _____

Appendix VII - Statement of Claim

Company Name	Cabot Energy Limited (In Administration)
Relevant Date for Claims	23 November 2020
Company Number	02933545
Registered Office	c/o Cork Gully LLP, 6 Snow Hill, London, EC1A 2AY
Creditor Name	
Creditor Contact Details	Address: Email: Telephone:
Amount Claimed	£

Evidence of your claim must be attached to this form which may include copy invoices, statements, contracts or any other such documentation necessary to prove your claim.

Signed : _____ Date _____
Signature of Creditor or person authorised to act on his behalf

Name : _____
Please write in block letters

Position with or in
relation to Creditor: _____
e.g. director/solicitor/partner

Please complete and return to :
Darren Habgood, Cork Gully LLP
6 Snow Hill, London
EC1A 2AY

Appendix VIII - Notice of Invitation to Form a Creditors' Committee

Cabot Energy Limited ("the Company") - In Administration

**In the High Court of Justice: CR-2020-004288
(Company Number 02933545)**

NOTICE IS GIVEN by Stephen Robert Cork and Anthony Malcolm Cork to the creditors of Cabot Energy Limited of an invitation to establish a Creditors' Committee under rule 3.39 of The Insolvency (England and Wales) Rules 2016.

In addition to seeking a decision on the matters set out in the accompanying notice, creditors are also invited to determine by correspondence, at the same time, whether a Creditors' Committee should be established. A Committee may be formed if a minimum of 3 and a maximum of 5 creditors are willing to become members.

Nominations can only be accepted for a creditor to become a member of the Committee if they are an unsecured creditor and have lodged a proof of their debt that has not been disallowed for voting or dividend purposes.

The specified date for receipt of nominations for creditors to act as a member of the Committee under rule 3.39 of The Insolvency (England and Wales) Rules 2016 is 14 January 2021, the Decision Date.

Please complete the form sent with this notice, and include the name and address of any person you wish to nominate to act as a member of the Committee. The completed document should be returned to Cork Gully LLP of 6 Snow Hill, London, EC1A 2AY so that it is received by no later than 23.59 hours on 14 January 2021, the decision date.

Note: Further information on the rights, duties and the functions of a Committee is available in a booklet published by the Association of Business Recovery Professionals (R3). This booklet can be accessed at: <https://www.r3.org.uk/technical-library/england-wales/technical-guidance/creditor-guides/more/29111/page/1/liquidation-creditors-committees-and-commissioners/>.

The final date for votes to establish a committee is 14 January 2021, the decision date.

1. In order for their votes to be counted creditors must submit to me their completed voting form so that it is received at Cork Gully LLP, 6 Snow Hill, London, EC1A 2AY by no later than 23.59 hours on 14 January

2021. It must be accompanied by proof of their debt, (if not already lodged). Failure to do so will lead to their vote(s) being disregarded.

2. Creditors must lodge proof of their debt (if not already lodged) at the offices of Cork Gully LLP, 6 Snow Hill, London, EC1A 2AY by no later than 23.59 on 14 January 2021, without which their vote will be invalid.
3. Creditors with small debts, that is claims of £1,000 or less must have lodged proof of their debt for their vote to be valid.
4. Any creditors who have previously opted out from receiving documents in respect of the insolvency proceedings are entitled to vote on the decision provided they have lodged proof of their debt.
5. Creditors may, within 5 business days of delivery of this notice to them, request a physical meeting of creditors be held to determine the outcome of the decision above. Any request for a physical meeting must be accompanied by valid proof of their debt (if not already lodged). A meeting will be convened if creditors requesting a meeting represent a minimum of 10% in value or 10% in number of creditors or simply 10 creditors, where "creditors" means "all creditors."
6. Creditors have the right to appeal a decision of the convener made under Chapter 8 of Part 15 of The Insolvency (England and Wales) Rules 2016 about Creditors' Voting Rights and Majorities, by applying to Court under Rule 15.35 of The Insolvency (England and Wales) Rules 2016 within 21 days of 14 January 2021 the Decision Date.

Creditors requiring further information regarding the above, should either contact me at 6 Snow Hill, London, EC1A 2AY, or contact Darren Habgood by telephone on 020 7268 2150, or by email at darrenhabgood@corkgully.com.



Stephen Cork
Joint Administrator

Dated 21 December 2020

Appendix VIII - Notice of Invitation to Form a Creditors' Committee

Cabot Energy Limited ("the Company") – In Administration
In the High Court of Justice: CR-2020-004288
(Company Number 02933545)

Decision

1. That a Creditors' Committee should be established.

***For / Against**

Please note that if creditors vote to establish a Committee, then unless at least 3 nominations for creditors to act as Committee members are received at the same time, it will be necessary to convene a further decision procedure to decide which creditors are to act as Committee members. That will involve incurring additional costs, so if you intend to vote to establish a Committee, please also nominate either yourself or another creditor to act as a Committee member.

I wish to nominate the following creditor to act as a member of the Committee:

Name of nominated creditor _____

TO BE COMPLETED BY CREDITOR WHEN RETURNING FORM:

Name of Creditor : _____

Signature of Creditor : _____

(Complete the following if signing on behalf of creditor, e.g. director/solicitor)

Capacity in which signing document: _____

Dated _____

Note: The completed form should be delivered to Stephen Robert Cork and Anthony Malcolm Cork either by posting it to Cork Gully LLP of 6 Snow Hill, London, EC1A 2AY, or by emailing it to darrenhabgood@corkgully.com.

Appendix IX - Statement of Insolvency Practice 16 Disclosure

Based on a solid history, we are an advisory firm helping clients to complete restructuring, recovery and avoidance situations.

The firm remains as committed to our founding principles today as we were a hundred years ago. Our partners and staff have worked together for many years, frequently operating and agreeing to terms, standards, and procedures that have been in place for decades. Our firm's history of success is a testament to the quality of our work and the dedication of our staff. We are proud to be a part of a firm that has been successful for over a century.

CORK GULLY

Cabot Energy Limited

Statement of Insolvency Practice
16 Disclosure

November 2020

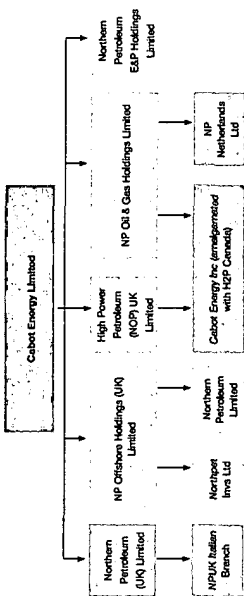
Appendix IX - Statement of Insolvency Practice 16 Disclosure

Cabot Energy LLP

Statement of Insolvency Practice 16 Disclosure

1.	Purpose	1
2.	Background to the Administration	1
3.	Summary of Accounts	3
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5.	Pre-Appointment Considerations	3
6.	Appointment of Administrators	5
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Appendices		
- Appendix I - Cabot Energy Inc Statement of Estimated Realisations		
- Appendix II - Cabot Energy Limited (In Administration) Estimated Outcome Statement		

1.	Purpose	1
The purpose of the Statement of Insolvency Practice 16 Disclosure (SIP 16) is to provide creditors with sufficient information such that a reasonable and informed third party would conclude that the pre-packaged sale was appropriate and that the Joint Administrators have acted with due regard for creditors' interests.		
This SIP 16 disclosure has been prepared to provide information on the pre-packaged administration sale of Cabot Energy Limited's ("the Company") shares and debt in Northern Petroleum (UK) Limited ("NPL"), High Power Petroleum (NOP) UK Limited ("NOP"), and NP Oil & Gas Holdings Limited ("NOP3") to High Power Petroleum LLC ("HPP").		
Detailed below is the background to the administration which includes details of the pre-packaged sale.		
2.	Background to the Administration	1
Cabot Energy Limited (the "Company") was incorporated as Gulfmanco Pte in May 1994, was renamed as Northern Petroleum Pte in September 1995 and was admitted to trading on London's AIM market in December 1995. The Company was renamed as Cabot Energy Pte in June 2017. The Company had conventional, light oil production operations in north west Alberta, Canada, and offshore exploration and appraisal opportunities in Italy and a head		



Appendix IX - Statement of Insolvency Practice 16 Disclosure

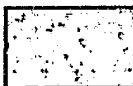
Cork Gully LLP

Statement of Insolvency Practice 16 Disclosure



Statement of Insolvency Practice 16 Disclosure November 2020

Statement of Insolvency Practice 16 Disclosure



responsibilities under the circumstances, as well as the possible options available to them. On 29 May 2020, having obtained the necessary shareholder consent, the Company executed a further \$50m uncommitted advance subject to lender approval working capital loan facility with H2P to fund ongoing operating expenses and provide a realistic possibility of trading through the difficult financial situation.

During May 2020 the directors of the Company's Canada subsidiary, Cabot Energy Inc ("Cabot Inc") implemented cost saving measures and engaged the assistance of Grant Thornton to negotiate a voluntary arrangement with trade creditors, however this was unsuccessful by late June. As a result, on 30 June 2020 the Cabot Inc directors declared Cabot Inc insolvent and filed a Notice of Intention to Make a Proposal pursuant to Part III, Division I of the Bankruptcy and Insolvency Act, R.S.C., 1985, c. B-3, and in so doing placed the Company under court protection, supervised by Grant Thornton as Trustee, in order to stay any further creditor actions against Cabot Inc whilst it restructured its financial affairs, including the restructuring of its overdue trade creditor obligations and securing interim funding. On 27 July 2020 the Court of Queen's Bench of Alberta (the "Court") granted a stay period until 11 September 2020 and approved a committed Debt-in-Possession loan facility from H2P to Cabot Inc of C\$645,000. The Court subsequently granted two further stay extensions to allow Cabot Inc to issue its creditor proposal, which it did on 23 November 2020. Cabot Inc last until 14 December 2020 to secure approval from the creditors for the proposal. In support of the creditor proposal, in September 2020 Grant Thornton as Trustee obtained an independent fair market valuation from CB Securities for the saleable Canadian oil and gas properties in the range of C\$4m to C\$6m.

On 27 July 2020 the Board updated shareholders in writing about Cabot Inc's insolvency process and emphasised the material uncertainty over the ability to maintain the Group as a going concern.

On 2 September 2020 the Company received notice from H2P that it was unwilling to extend further loan funding beyond the end of September 2020 (H2P loan advance to the Company to the end of August 2020 was \$3.9m). The Board considered them to be no realistic prospect of any other source of material funding available to the company in the time available. On 5 October H2P notified the Company

that it would extend its loan funding to the end of October 2020.

As a result of H2P's communications and the uncertainty regarding continued funding, the Board immediately commenced a review of strategic alternatives, including assessing the value of and marketing the assets of the group. On 9 October 2020 the Board engaged Cork Gully LLP to implement an expedited sales and marketing process for the Canada assets (the Company already had access to the CB Securities independent valuation of the Canada assets). The Board also commissioned a separate independent valuation of the Italy assets from Shred Hansen which it obtained on 9 November, valuing the Italy assets at between zero and \$5m. However the Board and its legal advisors in the UK and Italy agreed that a marketing of the Italy assets was inadvisable as it may put the Company's right to the Italy assets at risk. It brought to the attention of the Italian authorities and, in any event, the Italy licences were subject to change of control and financial capability clauses, which would likely have resulted in a failure during any attempt to transfer to a different controlling party then the current controlling party.

Throughout these processes Scott Aitken, Company CEO and director, remained 'arm's length' from discussions on this process, due to potential conflict of interest with the H2P loan arrangement. The remaining directors continued to seek independent legal advice and advice from insolvency practitioners (Cork Gully LLP).

On 9 November 2020 the Company received notice from H2P that it was only willing to extend further loan funding to the Company on condition that the Company agreed an exclusivity period ending on 30 November, during which it would not solicit any new interest in its assets and would move forward to agree a sale of its assets to H2P. At this time no responses from any of the parties invited to bid for the Canada assets had been received.

On 20 November 2020 the Company received a Loan Acceleration Notice from H2P declaring an amount of \$4,823,139 immediately due to H2P. Upon receipt of the notice, having received no responses from its asset marketing process in Canada and having no other immediate source of funding, the directors convened a board meeting and resolved to appoint Stephen Cork and Anthony Cork of Cork Gully LLP as Joint Administrators in order to protect

the estate and creditors.

3. Summary of Accounts

A summary of the group management accounts detailing recent trading performance is shown in the table (see p.4):

It should be noted that the group management accounts have not been verified for accuracy and therefore may not reflect the Company's and the group's true trading performance.

As referenced in the Background to the Administration, the Company granted a debenture (containing a fixed and floating charge) to H2P which was created on 17 December 2019 and delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 6 January 2020. There are no other charges registered at Companies House.

4. Reason for Insolvency

The Joint Administrators understand from management that the Company had struggled to manage the business within the constraints of COVID-19 operational and financial impact alongside the collapse in the pricing and demand for its sole revenue product, crude oil production onshore in Alberta, Canada.

5. Pre-Appointment Considerations

This notice was referred to Cork Gully LLP by Baker Bosley LLP with Cork Gully LLP first introduced to the Company and its advisors on 15 April 2020.

Following the initial consultation an engagement letter was prepared on 21 April 2020, and Cork Gully LLP was subsequently instructed to provide the Company with professional advice relating to its ongoing business. Cork Gully LLP provided advice to the Board of Directors as to their duties and responsibilities, as well as the options available, attended board meetings and discussed with the Directors on an ad-hoc basis regarding concerns around the liquidity of the business.

A further engagement letter was prepared on 9 November 2020 and Cork Gully LLP was subsequently instructed to provide the following professional advice:

5.1. Advice to the Board of Directors as to the remaining

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Cork Quay LLP

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anticipated that further legal costs will be incurred by FLUP post sale, assisting the Joint Administrators with the various share transfers and the possible extension of the administration;

5.7 Prior to the commencement of the Administration we advised the Board as a whole, acting on behalf of the Company, about the Company's financial difficulties and provided advice about the options available to the Company to help determine an appropriate course of action to take. No advice was given to the individual directors regarding the impact of the insolvency of the Company on their personal financial affairs. The directors were advised that, if appropriate, they should obtain separate independent legal advice as to their own personal positions and that Cork Quay LLP would not be advising them in their personal capacity. Whilst not formally in office at that time, we are still required to act in our dealings with the Company in accordance with the Insolvency Code of Ethics.

6. Appointment of Administrators

Ultimately, the Company was placed into administration and Stephen Cork and Anthony Cork were appointed Joint Administrators on 23 November 2020. As Joint Administrators we are officers of the Court and we have taken over responsibility for the affairs, business and property of the Company. The purpose of an administration is to achieve one of the hierarchies of statutory objectives, namely to:-

- 6.1. rescue the Company as a going concern; or
 - 6.2. 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); or
 - 6.3. realise property in order to make a distribution to one or more secured or preferential creditors.
- In order to help us achieve the objective, the Joint Administrators have a wide range of powers, as set out in the Insolvency legislation, and we must perform our functions as efficiently as is reasonably practicable. The Joint Administrators are required to act in the interests of the creditors of the Company as a whole other than where the liquid objective (6.3) is being pursued in which case we need

	2017 (12 months)	2018 (12 months)	2019 (12 months)	2020 (9 months)
Oil & Gas Production	1.1	2.0	1.4	2.0
Revenue	4.8	12.2	7.1	2.0
Loss from operations	6.0	(5.6)	(3.9)	(3.9)
Interest Impairment Losses	(0.7)	(0.4)	(0.2)	(2.3)
Net Loss	(1.1)	(6.1)	(4.7)	(8.5)
Gain From Operations	(1.9)	(0.1)	(0.9)	(0.2)
Gain Used in Investing Activities	(4.9)	(10.9)	(2.7)	(1.7)
Cash From Financing Activities	1.4	15.3	4.8	4.0
Share Capital Issue Proceeds	1.8	15.3	4.8	4.0
High Power Petroleum Shareholder Loans	0.0	0.0	0.5	0.0
Other Shareholder Loans	0.0	0.0	0.0	0.0
Other Shareholder Share Subscriptions	0.0	0.0	0.0	0.0
Other Shareholder Share Subscriptions	0.0	0.0	0.0	0.0
Current Assets	1.5	3.2	0.1	0.0
Current Liabilities	4.4	1.7	1.5	1.3
Working Capital	(10.7)	(6.2)	(4.0)	(6.7)
Non-Current Liabilities	(11.1)	(12.7)	(14.9)	(18.9)

the sale of the Company's business and assets is achieved;

5.5. Cork Quay LLP has received remuneration in the amount of £81,068 ex VAT for providing the above professional advice to the Company. Outstanding time costs in the pre-appointment period amount to £27,914 ex VAT for time incurred up to and including the date of administration. These time costs remain unpaid.

5.6. Legal advice was provided by Fieldfisher LLP (FLUP). Their time costs and disbursements incurred up to and including the date of administration were £79,333 ex VAT which has been paid by the Company. It is

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options available, including a pre-packaged sale of the business and assets in administration and the appropriate action to be taken to achieve this purpose;

5.2. Advice on the financial position and control of the Company up to the date that the Company enters into administration. If considered appropriate, which may include advising on the protection of the Company's business and assets and/or the sale of its business and assets;

5.3. Advice on the timing of the appointment of administrators;

5.4. Engaging with potential purchaser(s), to ensure that

to ensure that we do not unnecessarily harm the interests of the creditors of the Company as a whole.

In the case of the Company, objective (6.1) could not be achieved without the financial support of H2P which was withdrawn on 20 November 2020.

Objective (6.2) could not be achieved as the amount due to the Company's secured creditor, H2P, compared to the value of its assets means that there is only sufficient property available to make a distribution to the secured creditor and/or the preferential creditor.

Accordingly, we are seeking to achieve the liquid objective (6.3) for the Company and will do this by a pre-pack sale of the shares and debt held in certain of the Company's subsidiaries. Further details regarding the sale are detailed below in section 10.

7. Alternate Courses of Action

The following alternate courses of action were considered:

7.1. Continue to trade and do nothing
This was not feasible because it was apparent that the Company was unable to pay its debts as and when they fell due without financial support from H2P. H2P withdrew its support by demanding repayment of the loans made to the Company on 20 November 2020.

7.2. Moratorium

A moratorium as introduced by the Corporate Insolvency and Governance Act 2020 to enable a plan to be formulated by the Company to restructure its debts was not considered to be appropriate as the secured creditor had withdrawn financial support. The Company had taken the view that the appetite for funding a moratorium had limited appeal and that it was unlikely any alternative lenders would be found given the nature of the business.

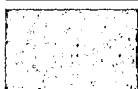
7.3. Restructuring Plan

A restructuring plan as introduced by the Corporate Insolvency and Governance Act 2020 was considered less favourable than administration because it was likely to result in significant cost and time to implement, such a plan did to receive the support of the Company or H2P.

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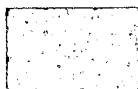
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7.4. Company Voluntary Arrangement

A Company Voluntary Arrangement ("CVA") was considered, however, was deemed unfeasible for the following reasons:

7.4.1. The Company did not have access to the required funding in order to facilitate the ongoing trading of the Company and its underlying subsidiaries without the financial support of H2P.

7.4.2. It is unlikely that the Company's financial position would allow sufficient contributions towards any CVA under a defined contribution arrangement without such funding being made available by H2P. H2P were not prepared to provide such funding.

7.5. Continue to trade in administration and offer a sale as a going concern

The Joint Administrators considered trading the Company while in administration and undertaking a further marketing of the business with a view to attracting higher realisations. This strategy was dismissed as it would require the support of H2P. Given that H2P had withdrawn financial support on 20 November 2020, this option was not considered viable.

7.6. Liquidation

A liquidation was considered less favourable than administration because it was likely to result in significantly lower asset realisations for the secured creditor and/or the preferential creditors, as compared to an administration, for the following reasons:

7.6.1. An immediate need for funding to be provided to the Company's subsidiary Cabot Energy Inc. which was subject to a moratorium procedure in Canada and was required to make proposals to unconnected creditors in settlement of its debts or be placed into bankruptcy. Such funding would only be made available if H2P if they considered the Company's assets and debt in Cabot Energy Inc. through administration.

7.6.2. Legal advice that the insolvency of NPL as a result of financial support being withdrawn by the Company would mean that the oil and gas exploration licences held by the Italian branch of NPL could be determined by the Italian authorities. If the licences were determined they would have no value.

7.6.3. Delay and uncertainty created through the liquidation process.

7.8. Consultation with major creditors

H2P was consulted throughout the process as the largest creditor and parent company resulting in an offer for the shares and debt in NPL, NOP and NPOG.

The pre-pack sale of certain subsidiaries will enable the Joint Administrators to achieve the third objective (B.3) set out above as the realisations made will enable the Joint Administrators to make a distribution to the secured creditor. The Joint Administrators consider that the outcome achieved as a result of the pre-pack sale was the best available outcome for creditors of the Company as a whole in all the circumstances of the case and that it did not unnecessarily harm the interests of the creditors of the Company as a whole.

8. Valuation of the Business and Assets

The Company is a holding company and therefore has no business other than the investments it has made in its subsidiaries and providing a management function for the companies in the group, as a corporate structure. The following valuations have been relied upon in assessing the value of the assets sold to H2P:

Cabot Energy Inc.

Cabot Energy Inc. a subsidiary of NPOG which holds the Canadian oil and gas assets is subject to Division I Proceedings under the Bankruptcy and Insolvency Act in Canada. Grant Thornton (Canada) are the Proposed Trustee and they engaged CB Securities Inc. to assess the fair range of the fair market value for Cabot Energy Inc.'s oil and gas assets under current market conditions which will be lodged at the Court in Canada.

CB Securities is an independent Canadian advisory services firm that specialises in oil and gas divestitures, mergers, and acquisitions and providing fairness opinions and valuations. Their main focus is the marketing of oil and gas properties and companies for the junior and intermediate marketplace, and CB Securities and its principals have been involved in a significant number of transactions involving oil and gas companies and their assets, and have acted as advisors in a significant number of transactions involving both private

A statement of estimated realisations has been prepared by Grant Thornton (Canada) as part of the Proposal Proceedings during the moratorium (see Appendix I, p. 11). The statement shows a deficit to non-priority creditors of C\$3,339,000-1,699,000 (see Appendix I). Given the deficit to non-priority creditors the intercompany debt has no value and subsequently the corresponding value of the shares in Cabot Energy Inc. is nil.

Northern Petroleum (UK) Limited

Strand Hanson Limited were engaged by the Company to provide a current market value of the four prospecting licences offshore Italy, held via its 100% owned subsidiary, NPL, on 18 October 2020.

Strand Hanson is a leading independent advisory-led, merchant bank, with a specific focus on providing the highest quality independent financial and strategic advice to clients in the natural resources sector across a range of geographies. The individual responsible for the preparation of their opinion is the head of natural resources at the bank. He is focused on the oil and gas sector and has advised international oil companies with assets throughout the world. The Joint Administrators are of the view that Strand Hanson are suitably qualified to provide an independent assessment of the fair market value for NPL's oil and gas assets having appropriate professional indemnity insurance.

The opinion from Strand Hanson was based primarily on publicly available material, but has been augmented by various discussions with the Directors of Cabot Energy and internal documentation, including, inter alia, legal views on the possibility of claiming damages from the Italian authorities and the probable impact of insolvency on the prospecting licenses.

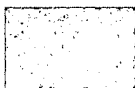
Strand Hanson estimated the valuation range for the Italian licenses as between zero and \$5 million and probably towards the lower end of this range and possibly even zero.

The Company had lent net \$1,659,656 directly to NOP and its Italian branch which upon a winding-up would be paid in priority to the shareholders. NOP however provided a guarantee to H2P in April 2020 supported by a debenture (fixed and floating charge) to facilitate the continued financial support provided by H2P to NOP and the group. H2P was owed \$4,823,139 as at 20 November 2020. In the event of a liquidation of NOP there would be no return to

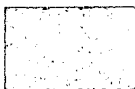
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the Company.

9. Marketing of the Assets

An information memorandum was prepared by Cork Gully LLP in respect of the sale of the Company's interest in Cabot Energy Inc. in October 2020 and was circulated to strategic buyers comprising 4 direct local competitors who in the opinion of management were best placed to assess the value of the oil and gas assets in Canada. No expressions of interest were received. Parties were contacted three times over a period of ten days to confirm receipt of materials and seek expressions of interest. There were no responses from the individuals at each company (we can confirm they did receive materials). Accordingly, no formal date was set for offers or expressions of interest. Grant Thornton (Canada) has received no expressions of interest in the oil and gas assets despite the Cabot Energy Inc. memorandum being widely published since June 2020.

The Company was advised by FLTP that the oil and gas exploration licences in Italy could be determined upon an insolvency event. The transfer of the licences to a third party would also require the consent of the Italian authorities. Given that the licences had been suspended by the Italian authorities' concern was raised by the Company that marketing the investments in NOP could destroy the value would result in a reduced claim for compensation if the Italian authorities revoke the licences in late 2021 following the suspension.

10. Sale of the Assets

10.1. On 23 November 2020, the Joint Administrators sold to the H2P the right, title and interest (if any) in the shares of:

10.1.1. NOP (164,118,966 ordinary shares being the entire issued share capital of NOP);

10.1.2. NPL (906,000,000 ordinary shares being the entire issued share capital of NPL);

10.1.3. HPOG (720,000 ordinary shares being the entire issued share capital of HPOG);

10.2. The consideration for the sale of the shares was as follows:

10.2.1. \$3,333,750 for the shares in NPL;

10.2.2. \$245,000 for the shares in NPL;

10.2.3. \$3,111,250 for the shares in HPOG;

10.3. H2P purchased the debt due to the Company from NOP, NPOG and/or Cabot Energy Inc. for \$5,000 and the debt due to the Company from NPL for \$5,000;

10.4. The sale of the shares and debt in NOP and HPOG is contingent upon the approval of the proposal submitted to the unconnected creditors of Cabot Energy Inc.

10.5. In addition there is a "Trigger Award" in the event that NPL (or an assignee of its licence) is successful in a claim against the Italian Government for damages and/or compensation arising from any future revocation of any licences as a result of the enactment by the Italian Government of the Law of Decree 14 December 2018, No.135 converted (with amendments) by the Italian Parliament into Law 11 February 2019, No.12 and/or the adoption of a Plan for the Sustainable Energy Transition of Suitable Areas.

The "Trigger Amount" will be the amount of any "Trigger Award" or "Trigger Sale" less \$250,000 and H2P's reasonable legal fees in claiming the Trigger Award or entering a Trigger Sale. If the above takes place within three years of the Share Sale Agreement then the Company will be entitled to 25% of the Trigger Amount.

A Trigger Sale occurs when the NPL shares or Licences are sold or are agreed to be sold, save to the extent the Trigger Sale is to an affiliate of the H2P and that affiliate enters in a deed of accession to abide by the terms of this deed.

10.6. The total consideration is \$4,700,000 offset against the secured debt owed to the H2P plus 25% of the Trigger Amount.

10.7. The Joint Administrators make the following comments in respect to the above allocation of the sale proceeds:

10.7.1. NOP (164,118,966 ordinary shares being the entire issued share capital of NOP) were sold for \$3,333,750. Given that the shares and debt

according to Grant Thornton (Canada) are valued at nil in the event of bankruptcy, the allocation is a reflection of the offer received from H2P. H2P has therefore paid in excess of the value. The shares sold are subject to the fixed charge held by H2P and the debt the floating charge.

10.7.2. HPOG (720,000 ordinary shares being the entire issued share capital of HPOG) were sold for \$1,111,250 for the shares in HPOG. Given that the shares and debt according to Grant Thornton (Canada) are valued at nil in the event of bankruptcy, the allocation is a reflection of the offer received from H2P. H2P has therefore paid in excess of the value. The shares sold are subject to the fixed charge held by H2P and the debt the floating charge.

10.7.3. NPL (906,000,000 ordinary shares being the entire issued share capital of NPL) were sold for \$245,000. The value of the oil and gas assets of NPL according to Grant Thornton were within a range of zero to \$2 million. However, they did comment that given the uncertainty as to future oil and gas exploration in Italy the assets probably had zero value. NPL has provided a guarantee of the Company's solvency to H2P supported by a debenture. Prior to the sale H2P was owed \$4,262,133. When taking this into account and the Trigger Award H2P has paid a fair value for the shares and debt. The shares sold are subject to the fixed charge held by H2P and the debt the floating charge. The apportionment between the shares and the debt was in the direction of the H2P for tax reasons. When viewed overall H2P has paid in excess of the fair value for the assets.

10.7.4. H2P has allocated the consideration to the shares in preference to the debt. However, after taking into account the value of the assets as a whole the allocation can be justified as between the fixed and floating charge assets given the overpayment. The Trigger Award, if payable would be subject to the floating charge.

10.7.5. No other assets have been sold to H2P.

11. Estimated Outcome Statement

A summary of the estimated outcome for the sale of the assets in administration as compared to liquidation is detailed in Appendix I (see p.12) and an explanation of the rationale for the pre-pack sale can be found at paragraph 13.

12. Connected Party Transaction

As indicated above, the buyer of the assets of the Company is a connected party being the parent company (with common directors) and a secured creditor. Connected party buyers are encouraged to, but are not required to, approach what is known as the pre-pack pool, an independent group of suitably qualified and experienced individuals, in order to obtain their opinion on the pre-pack transaction. H2P has not approached the pre-pack pool for their opinion on the pre-pack sale of the assets given the need for expertise in the oil and gas sector and the complexities involved.

Connected party buyers are also encouraged to, but are not required to, prepare a viability statement indicating how their business will survive for at least 12 months from the date of the purchase, and detailing what they will do differently in order that the business will not fail. Given that only certain assets have been sold not the business the preparation of a viability statement is not relevant.

13. Rationale for a Pre-Pack Sale

The Joint Administrators consider that the pre-packaged sale to the H2P represented the best possible outcome for creditors in the circumstances for the following reasons:

13.1. The total consideration being received by the Company exceeds the value of the assets on a liquidation;

13.2. The Joint Administrators consider that the sale price is the best reasonably obtainable given the financial position of the Company (noting that in the event of the liquidation, it is likely that any sale price would be diminished); and

13.3. The sale achieved the purpose of the administration by realising property in order to make a distribution to one or more secured or preferential creditors (paragraph 6.3); and

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Cork Gully LLP

Appendix I - Cabot Energy Inc Statement of Estimated Realisations

Cabot Energy Inc - Statement of Estimated Realisations

Assets	Book Value (Unaudited June 30 2020) C\$'000	Proposal Scenario C\$'000	Bankruptcy Scenario Estimated Net Realisable Value C\$'000	Low	High
Cash	84	84	84	84	84
Oil and gas assets	20,243	21,111	4,000	3,000	5,000
Trade and receivables	79	79	79	79	79
Prepaid expenses	21,055	21,055	2,218	1,304	3,304
Estimated priority claims & liquidation costs		500			
Estimated net realisable value				(75)	(50)
Outstanding administrative costs of NO				(100)	(50)
HQP - Interim financing				(910)	(845)
ABR - ABR				(15,007)	(15,007)
CRA - source deductions				(12)	(12)
Employee claims				(10)	(10)
Net amount available for non-priority creditors		1,458		(1,186)	(6,358)

The above being the estimated net realisable value of the assets of Cabot Energy Inc. as at the date of the filing of the proposal, the Joint Administrators estimate that the net realisable value of the assets of Cabot Energy Inc. as at the date of the filing of the proposal is approximately \$13 million as of August 1, 2020.

In the bankruptcy scenario, CRA has a secured claim in addition to its unsecured claim. The secured claim is for the amount of the source deductions claims are to be paid from operations cash flow.

Priority claims under the Bankruptcy and Insolvency Act are a maximum of \$3,000 for each of Cabot's employees. In the proposed scenario, Employee Claims are to be paid from Proposed Proceeds and it is anticipated that only one employee will have such a claim.

1. Estimated net cash on hand at date of insolvency.
2. Estimated net cash on hand at date of insolvency less the cash required to pay the claims of the secured creditors of Cabot Energy Inc. as at the date of the filing of the proposal.
3. Estimated net cash on hand at date of insolvency less the cash required to pay the claims of the secured creditors of Cabot Energy Inc. as at the date of the filing of the proposal, and less the cash required to pay the claims of the secured creditors of Cabot Energy Inc. as at the date of the filing of the proposal.
4. Proposed Proceeds are defined and detailed in Cabot's Proposed Plan of Arrangement.
5. Estimated net cash on hand at date of insolvency less the cash required to pay the claims of the secured creditors of Cabot Energy Inc. as at the date of the filing of the proposal.
6. Estimated net cash on hand at date of insolvency less the cash required to pay the claims of the secured creditors of Cabot Energy Inc. as at the date of the filing of the proposal.
7. Estimated net cash on hand at date of insolvency less the cash required to pay the claims of the secured creditors of Cabot Energy Inc. as at the date of the filing of the proposal.
8. Pursuant to the Supreme Court of Canada decision in the Re Nortel.

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13.4. A Trigger Amount has been registered with HQP as detailed in Paragraph 10.5.

Accordingly, the Joint Administrators consider that the sale price being achieved, and also the outcome, is the best available outcome for creditors of the Company and that the pre-pack sale achieves the statutory purpose of an administration (8.3) that we would be seeking to achieve in respect of the Company.

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Appendix II - Cabot Energy Limited (in Administration) Estimated Outcome Statement

Estimated Outcome Statement as at 23 November 2020

	Note	SV £	Liquidation £	Administration £
Fixed Charge Assets				
Investments in Subsidiaries	1	14,781,020	-	3,617,407
Costs and Expenses	2	-	-	(89,500)
Amounts secured by Fixed Charge	3	(3,628,057)	(3,628,057)	(3,628,057)
			(3,628,057)	(100,150)
Floating Charge Assets				
Receivables, Fittings and Equipment	4	11,225	3,000	0,000
Intercompany Debts	5	1,184,735	Nil	7,519
Debtors	6	105,869	-	-
Costs and Expenses		-	-	(13,520)
				(13,520)
Preferential Creditors	7		(12,550)	(12,550)
			(12,550)	(12,550)
Surplus/(Deficit) of Fixed Charge b/d			(3,628,057)	(100,150)
Unsecured Creditors				
HMRC (PAYE / NIC)			177,358	177,353
Employee Redundancy and Notice			138,476	138,476
Trade Creditors			82,487	82,487
Intercompany Creditors			688,418	688,418
			(1,016,778)	(1,016,778)
Surplus/(Deficit) to Unsecured Creditors			(4,667,358)	(1,129,478)

Notes

- Investments in Subsidiaries include 100% subsidiaries of Cabot Energy Ltd. as at 23 November 2020 having a net book value of £14,781,020. The balance has been converted at the rate of £1 to \$1.33.
- Costs and expenses were included in the table and purchase agreement at £89,500 net.
- The amounts owing to CEF as at 23 November 2020 totalled £3,628,057. The amounts owing to CEF are secured by a fixed charge over the assets of Cabot Energy Ltd. and are therefore not included in the table of unsecured creditors.
- The principal value of the assets is £11,225. The principal value of the assets is £11,225. The principal value of the assets is £11,225.
- The amounts owing to Cabot Energy Ltd. are £1,184,735. The amounts owing to Cabot Energy Ltd. are £1,184,735. The amounts owing to Cabot Energy Ltd. are £1,184,735.
- The amounts owing to Cabot Energy Ltd. are £105,869. The amounts owing to Cabot Energy Ltd. are £105,869. The amounts owing to Cabot Energy Ltd. are £105,869.
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