In accordance with Rule 18.6 of the Insolvency (England & Wales) Rules 2016.

$\begin{array}{c} AM10 \\ \text{Notice of administrator's progress report} \end{array}$



		•
	TUESDAY	
1	Company details	COMPANIES HOUSE -
Company number	0 3 4 3 0 0 7 1	→ Filling in this form Please complete in typescript or in
Company name in full	Celine Group Holdings Limited	bold black capitals.
2	Administrator's name	
Full forename(s)	Philip Lewis	
Surname	Armstrong	
3	Administrator's address	1
Building name/number	2nd Floor	
Street	110 Cannon Street	
Post town	London	
County/Region		
Postcode	EC4N6EU	
Country		
4	Administrator's name •	
Full forename(s)	Philip James	Other administrator Use this section to tell us about
Surname	Watkins	another administrator.
5	Administrator's address 🛚	-
Building name/number	2nd Floor	Other administrator
Street	110 Cannon Street	Use this section to tell us about another administrator.
Post town	London	
County/Region		
Postcode	E C 4 N 6 E U	
Country		

AM10 Notice of administrator's progress report	
Period of progress report	
Progress report	
☑ I attach a copy of the progress report	

7	0 4 0 7 2 0 2 2 2 Progress report	
	☑ I attach a copy of the progress report	
8	Sign and date	<u> </u>
Administrator's ignature	Signature X	×
ignature date	$\begin{array}{c ccccccccccccccccccccccccccccccccccc$	

From date

AM10

Notice of administrator's progress report

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. Lydia Gaftarnik FRP Advisory Trading Limited Address 2nd Floor 110 Cannon Street London County/Region Postcode E C Country DX cp.london@frpadvisory.com Telephone 020 3005 4000

✓ Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

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

7 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

Celine Group Holdings Limited (In Administration) Joint Administrators' Summary of Receipts & Payments

Statement of Affairs £		From 19/02/2022 To 04/07/2022 £	From 19/08/2020 To 04/07/2022 £
	SECURED ASSETS		
(315,300,000.00)	Book Debts	NIL	NIL
Uncertain	Investments	NIL	NIL
		NIL	NIL
	ASSET REALISATIONS		
	Cash at Bank	NIL	249.37
		NIL	249.37
	COST OF REALISATIONS	•	
	Administrators' Disbursements	NIL	113.30
	Storage Costs	94.51	94.51
	VAT Irrecoverable	18.90	41.56
		(113.41)	(249.37)
315,300,000.00)		(113.41)	(0.00)
	REPRESENTED BY		
			NIL

Note:

FRP

Celine Group Holdings Limited (in Administration) ("the Company") The High Court of Justice No. 003347 of 2020

The Administrators' Progress Report for the period 19 February 2022 to 4 July 2022 pursuant to Rule 18.3 of the Insolvency (England and Wales) Rules 2016

4 July 2022

Contents and abbreviations



Section	Content	The following abbreviations may be used in this report:			
1.	Progress of the Administration in the Period	FRP	FRP Advisory Trading Limited		
2.	Estimated outcome for the creditors	The Company/CGHL	Celine Group Holdings Limited (in Administration)		
3.	Administrators' remuneration, disbursements, expenses and pre-	CUK	Celine UK Newco 1 Limited (in Administration)		
	appointment costs	The Administrators	Philip Lewis Armstrong and Philip James Watkins of FRP Advisory Trading Limited		
Appendix	Content	The Period	The reporting period 19 February 2022 to 4 July		
A.	Statutory information regarding the Company and the appointment		2022		
	of the Administrators	SIP	Statement of Insolvency Practice		
В.	A schedule of work	HMRC	HM Revenue & Customs		
C.	Details of the Administrators' time costs and disbursements for the Period and cumulatively	DRL	Department Stores Realisations Limited (Formerly Debenhams Retail Limited)		
D.	Receipts and payments account for the Period and cumulatively	DPL	Department Stores Realisations (Properties) Limited		
E.	Statement of expenses incurred in the Period		(Formerly Debenhams Properties Limited)		
	·	GTC	Glas Trust Corporation Limited		

1. Progress of the Administration



Work undertaken during the Period

This report should be read in conjunction with the Administrators' proposals dated 12 October 2020 and the progress reports dated 12 March 2021, 13 September 2021 and 16 March 2022.

Attached at $\bf Appendix \, C$ is a schedule of work undertaken during the Period together with a summary of work still to be completed.

<u>Assets</u>

As previously advised, the only asset of the Company are investments held in subsidiary entities. At this time there are no anticipated realisations.

By way of reminder, creditors can obtain further information in relation to the administration of DRL and DPL via the administrators; statutory reports which are available for viewing and downloading from the Companies House website.

Administration Strategy

Part of the rationale for CGHL entering Administration was to preserve the structure at the top of the Group in case of a solvent outcome for DRL and DPL following the initial administration appointments.

Since the Company's entry into Administration, the Administrators' focus has been on maintaining the Notes listing, access to clearing systems and mechanisms for getting payments of distributions to noteholders. Whereas the clearing systems are required for getting payments to noteholders, the listing is not necessary for this although it is likely to impact the availability of the quoted Eurobond exemption for noteholders (which has a tax benefit for noteholders).

The Administrators have concluded that neither maintaining payment mechanics, nor maintaining tax exemptions, offer sufficient jurisdiction for the Company remaining in Administration. Although each of these reasons would be of benefit to noteholders,

Celine Group Holdings Limited (in Administration) The Administrators' Progress Report this is not in line with statutory objectives of the administration and as such do not offer justification to extend the Administration further.

The Administrators have been advised that dissolution of CGHL would likely disrupt CGHL's ability to access the clearing systems in respect of the Notes. This would impact both communications with noteholders and the ability to easily distribute to noteholders. The Administrators anticipate that this would significantly increase the cost and administrative burden involved in making distribution to noteholders, which may fall on the Notes trustee in the first instance but would ultimately dilute recoveries to all creditors due to the waterfall mechanics in the Intercreditor Agreement dated 29 March 2019. Carey Olsen, an offshore law firm and the listing agent in respect of the Notes, have confirmed with the International Stock Exchange that the listing will be maintained if CGHL moves into compulsory liquidation.

Further distributions are anticipated from DRL in respect of the Notes following the extension of DRL's administration. Given the consequences of a strike off on the interests of CGHL's creditors, and the potential consequential costs to CGHL's estate, the Administrators do not consider strike off to be in the best interests of CGHL's creditors as a whole.

As a result, the Administrators believe that any such future distributions to GTC as secured creditor could be made whilst CGHL is in compulsory liquidation.

Receipts and Payments Account

The Administrators confirm that no work has been subcontracted to third parties.

Attached at Appendix E is a receipts and payments account detailing both transactions for the Period and also cumulatively since the appointment of the Administrators,

Payments made from the estate are fair, reasonable and proportionate to the insolvency appointment and are directly attributable to this insolvency.

1. Progress of the Administration



No payments have been made to associates of the Administrators without the prior approval of creditors as required by SIP9.

Investigations

Part of the Administrators' duties include carrying out proportionate investigations into what assets the Company has, including any potential claims against directors or other parties, and what recoveries could be made. The Administrators have reviewed the Company's books and records and accounting information, requested further information from the directors, and invited creditors to provide information on any concerns they have regarding the way in which the Company's business has been conducted.

Further details of the conduct of the Administrators' investigations are set out in the schedule of work attached. The Administrators confirm that no further investigations or actions were required.

Extension to the initial period of appointment

The Administration would ordinarily end 12 months after the appointment of the Administrators, however it has proved necessary to request an extension of the Administration beyond the statutory 12 months in order to determine whether assets will be realised from the administration of DRL and DPL.

The secured creditors were asked to approve the extension of the Administration in accordance with the Insolvency (England and Wales) Rules 2016, with approval received on 2 August 2021. The Administration was accordingly extended for a further 12 month period to 18 August 2022.

The Administrators do not consider it appropriate to make an application to Court to further extend the Administration.

Celine Group Holdings Limited (in Administration) The Administrators' Progress Report

Anticipated exit strategy

The Administrators are of the view that it is appropriate for the Company to enter liquidation. The Administrators therefore propose of petition the Court pursuant to Paragraph 79 of Schedule B1 to the Insolvency Act 1986 for an order to bring the Administration to an end with a consequential order for the compulsory winding up of the Company.

The liquidators in the compulsory winding up will be appointed by the Court and may be the Administrators.

Under the terms of the Insolvency Rules, all creditors were notified of the intention to make this application to Court on 27 June 2022. No responses were received as a result of this notification.

The next stage of the administration will be compulsory liquidation.

2. Estimated outcome for the creditors

FRP

The estimated outcome for creditors was set out in the Administrators' proposals dated 12 October 2020. $\dot{}$

Outcome for the secured creditors

No return is anticipated for GTC.

Outcome for the preferential creditors

There are no preferential creditors.

Outcome for the unsecured creditors

It is not anticipated there will be sufficient funds available to make a distribution to unsecured creditors. $\dot{}$

Prescribed part

The Prescribed Part is a carve out of funds available to the holder of a floating charge which is set aside for the unsecured creditors in accordance with Section 176A of the Insolvency Act 1986. The Prescribed Part only applies where the floating charge was created after 15 September 2003 and the net property available to the floating charge holder exceeds £10,000.

The Administrators anticipate there will be insufficient floating charge assets to enable a distribution by way of the prescribed part.

3. Administrators' remuneration, disbursements, expenses and pre-appointment costs



Administrators' remuneration

No fee resolution has been sought due to the low level of funds in this case, however the secured creditors determined that the Administrators' fees for dealing with the Administration should be calculated on a time cost basis, capped at £100k (including disbursements and VAT) between both CGHL and CUK.

Details of remuneration charged during the Period are set out in the statement of expenses attached. To date fees of £46,167.50 excluding VAT have been paid, with payment being made by the secured creditors directly.

A breakdown of the Administrators' time costs incurred during the Period and to date is attached at **Appendix D**.

The Administrators intend to request an uplift for their costs of £36k across both CGHL and CUK, with payment being made directly by the secured creditors.

Administrators' disbursements

The Administrators' disbursements are a recharge of actual costs incurred by the Administrators on behalf of the Company. Mileage payments made for expenses relating to the use of private vehicles for business travel, which is directly attributable to the insolvency estate, are paid by FRP at the HMRC approved mileage rate prevailing at the time the mileage was incurred. Details of disbursements incurred during the Period are set out in **Appendix D**.

Administrators' expenses

Attached at $\mbox{\bf Appendix}\ \mbox{\bf F}$ is a statement of expenses that have been incurred during the Period.

When instructing third parties to provide specialist advice and services, or having the specialist services provided by the firm, the Administrators are obligated to ensure that such advice or work is warranted and that the advice or work contracted reflects

Celine Group Holdings Limited (in Administration) The Administrators' Progress Report the best value and service for the work being undertaken. This is reviewed by the Administrators periodically throughout the duration of the assignment. The specialists chosen may regularly be used by the Administrators and usually have knowledge specific to the insolvency industry and, where relevant, to matters specific to this insolvency appointment.

The Administrators have engaged the following agents or professional advisors:

Professional Advisor		Nature of work	Basis of fees	
Freshfields Deringer LLP	Bruckhaus	Legal advisors	Time costs	

Creditors have a right to request further information from the Administrators and further have a right to challenge the Administrators' remuneration and other expenses, which are first disclosed in this report, under the Insolvency (England and Wales) Rules. (For ease of reference these are the expenses incurred in the reporting period as set out in **Appendix F** only). Further details of these rights can be found in the Creditors' Guide to Fees which you can access using the following link https://creditors.frpadvisory.com/info.aspx and select the one for administrations. Alternatively, a hard copy of the relevant guide will be sent to you on request. Please note there is a time limit for requesting information being 21 days following the receipt of this progress report. There is a time limit of 8 weeks following the receipt of this report for a Court application that the remuneration or expenses are excessive.

Administrators' pre-appointment costs

No pre-appointment costs were incurred by the Administrators.

Appendix A

Statutory Information

CELINE GROUP HOLDINGS LIMITED (IN ADMINISTRATION)

COMPANY INFORMATION:

Other trading names:

N/A

Company number:

03430071

Registered office:

Second Floor, 110 Cannon Street, London EC4N

6EU

Previous registered office:

334 - 348 Oxford Street, London W1C 1JG

Business address:

334 - 348 Oxford Street, London W1C 1JG

ADMINISTRATION DETAILS:

Administrators:

Philip Lewis Armstrong and Philip James Watkins

Address of Administrators: FRP Advisory Trading Limited

2nd Floor, 110 Cannon Street, London EC4N 6EU

Date of appointment of

Administrators:

19 August 2020

Court in which administration proceedings were

The High Court of Justice

brought:

Court reference number:

003347 of 2020

Appointor details:

Directors

Previous office holders, if

any

N/A

Extensions to the initial

period of appointment:

18 August 2022

Date of approval of Administrators' proposals:

27 October 2020

Appendix B

A schedule of work



Note	Category	
1	ADMINISTRATION AND PLANNING	ADMINISTRATION AND PLANNING
	Work undertaken to date	Future work to be undertaken in the liquidation
	General Matters	General Matters
	Necessary administrative strategic work.	Regular review of the case and the ongoing strategy as required under legislation and by the liquidators' Regulatory Professional Bodies ("RPBs")
	Liaising with secured creditors.	to ensure that all compliance and statutory matters continue to be attended to and that the case is progressed in a timely manner.
	Maintaining case files and systems.	
	Regular review of the case and completing internal procedures.	Ongoing liaison with the secured creditors.
ł	, , , , , , , , , , , , , , , , , , ,	Continued adherence to internal procedures and external requirements.
	Updating checklists and diary management system.	·
	Regulatory Requirements	Regulatory Requirements
	Continued consideration of professional and ethical matters and other legislation such as the Bribery Act, Data Protection Act and	Ongoing adherence to Money Laundering Regulations and any other regulations specific to CGHL.
	others.	Continued consideration of professional and ethical matters and other legislation such as the Bribery Act, Data Protection Act and others.
	Case Management Requirements	Case Management Requirements
	Reviewing case to ensure all statutory matters are attended to.	Continue to monitor and document any proposed changes of strategy and implementation thereof.
	Regular reviews of the case.	Maintaining electronic files on behalf of the liquidators.

Appendix B

A schedule of work



Future work to be undertaken in the liquidation To monitor the administrations of DRL and DPL and anticipated of outcomes with regards to CGHL's investments in the subsidiaries. STATUTORY COMPLIANCE AND REPORTING Future work to be undertaken in the liquidation Statutory Compliance and Reporting To continue to provide statutory reports to various stakeholders at
outcomes with regards to CGHL's investments in the subsidiaries. STATUTORY COMPLIANCE AND REPORTING Future work to be undertaken in the liquidation Statutory Compliance and Reporting
Future work to be undertaken in the liquidation Statutory Compliance and Reporting
progress To continue to provide statutory reports to various stakeholders at
intervals and manage any queries arising therefrom. Copies of these are required to be filed at Court and the Registrar of Companies, appropriate.
INVESTIGATIONS Future work to be undertaken in the liquidation No further work anticipated.
S.

Appendix B

A schedule of work



5	CREDITORS	CREDITORS
	Work undertaken to date	Future work to be undertaken in the liquidation
	Secured Creditors	Secured Creditors
	Provided updates to the secured creditor on an ongoing basis.	Continue to provide updates to the secured creditors on an ongoing basis.
	Preferential Creditors	Preferential Creditors
	There are no preferential creditors in this case.	There are no preferential creditors in this case.
	Unsecured Creditors	Unsecured Creditors
	Liaising with unsecured creditors and assisting in queries as and when received.	If sufficient funds are available to make a distribution to the unsecured creditors the office holder will write to all known creditors to notify of the possibility of a distribution and requested submission of claims.
		Dealing with ad-hoc creditor queries.
		Continue to lodge proof of debt forms as and when received.
6	LEGAL AND LITIGATION Work undertaken to date	LEGAL AND LITIGATION Future work to be undertaken in the liquidation
	Seeking legal advice in respect of the anticipated exit strategy of the Administration.	To seek legal advice and intervention as and when needed throughout the assignment. $% \label{eq:controller}$
	Seeking legal advice with regards to ongoing litigation in relation to a claim received in DRSL following a transaction in January 2021, which involved the sale of certain assets and a mutual release of claims. Whilst CGHL is party to the Claims Release Deed it is not party to the litigation.	

Appendix C

Details of the Administrators' time costs and disbursements for the Period and cumulatively



FRP

Celine Group Holdings Limited (In Administration)
Time charged for the period 19 February 2022 to 04 July 2022

Time charged for the period 191 editary	LOZZ to 04 day Zoz							- 4
		Appointment Takers / Partners	Managers / Directors	Other Protessional	Junior Protessional & Support	Total Hours	teoD listoT	Average Hrly Rate C
Administration and Planning	i i i i i i i i i i i i i i i i i i i		6.90	3.50	0.60	11.00	5,440.25	494.57
A&P - Admin & Planning			0.80			0.80	436.00	545.00
A&P - Case Accounting A&P - General Administration			0.10	0.20 0.30	0.60	0.90 0.30	256.50 82.50	285.00 275.00
A& P - Strategy and Planning			6.00	0.60		6.60	3,707.75	561.78
A&P - Fee and WIP				2.00		2.00	840.00	420.00
A&P - Case Accounting - General				0.40		0.40	117.50	293.75
Creditors			***************************************	0.60		0.60	180.00	300.00
CRE - Unsecured Creditors				0.60		0.60	180.00	300.00
Investigation		1.00				1.00	740.00	740.00
INV - Legal - Investigations		1.00				1.00	740.00	740.00
Statutory Compliance		3.30	0.45	11.30		15.05	7,066.75	. 469.55
STA - Appointment Formalities		1.80				1.80	1,332.00	740.00
STA - Tax/VAT - Post appointment				0.40		0.40	168.00	420.00
STA -Statutory Compliance - General STA - Statutory Reporting/ Meetings		0.50 1.00	0.45	2.60 8.30		3.10 9.75	1,433.00 4,133.75	462.26 423.97
Total Hours		4.30	7.35	15.40	0.60	27.65	13,427.00	485.61

Disbursements for the period 19 February 2022 to 04 July 2022

Value £

Grand Total

Mileage is charged at the HMRC rate prevailing at the time the cost was incurred

FRP Charge out rates 1st May 2022 640-740 480-580 300-420 190-260

Appendix C

Details of the Administrators' time costs and disbursements for the Period and cumulatively

FRP

FRP

	Appointment Talors /			Juritar Professional &		Foral Com	
	Paryrane		Order Stolo satorcal	Suppon	Total Hours		Average Hely Earp P
Administration and Flanning	8.45	29.75	9.05	8.05	55.30	26,191.75	473.60
A&P - Admin & Planning		19.65	0.20	0.30	19,15	9,484.25	494.22
A&P - Gase Accounting	0.50	0.30	1,30	1,45	3.55	1,209.25	340.63
A&P - General Astronomican	4.95		1,00	4.70	10.65	4,660.75	437.6
A&P - Gase Control and Review	2.00		0.20		2.20	1,444.00	668.3
A& P - Strategy and Planning		10.83	0.80	0.50	12.10	6,515.25	538.4
A&P - Fee and WIP	1.00		4,95	0.30	6.25	2,559.75	409.5
A&P - Case Accounting - General			0.60	0.80	1.40	338.50	241.7
Asset Realisation	2.50		2.30	0.50	5.30	2,691.50	505.9
ROA - London Cententious Inscivency - A'R				0.10	0,10	19.50	195.0
ROA - Legal-cases Reclisation	2.50				2.50	1,737.50	695.0
RCA - Asset Realisation			1.30	0.40	1.70	601.50	353.8
RCA - Freehold/Leasehold Property			1.00		1.00	323.00	323.0
Creditors	1.00	0.60	2.30	0.60	4.50	1,944.50	432.1
CRE - Unsecured Creditors		0.60	2,30		2.90	1,130,50	389.8
CRE - Secured Creditors	1.00				1.00	695.00	695.0
CRE - London Contentious Insolvency - Creditors				0.60	0.80	119.00	199.3
tmesdeaton	2.00	1.10	0.45	6.30	9.65	3,405.00	345.6
INV - Investigatory Work		0.45			0.45	202.50	450.0
INV - CDDA Enquiries	1.00	0.65		6.30	7.95	2,307.25	290.2
INV - Landon Contentious Insolvency - Inv			0.45		0.45	155.25	345.0
DV - Legal - Investigations	1,00				1,00	740,00	740.0
Statutory Compliance	6.60	9.80	33.10	32.50	BA.00	28,291.50	338.8
STA - Appointment Formalises	4.30	3.20			7,50	4,259,50	587.9
STA - Tou VAT - Post appointment	0.50		0.60	0.10	1.20	590.00	491.6
STA -Statuenty Compliance - General	1,00		14,80	4.10	19.90	8,185,00	310.8
STA - Statuton Reporting Meetings	2.80	6.60	15,90	25.30	50.60	15,915,00	314.5
STA - Statement of Affairs			1.80	2.90	470	1,317,50	290.3
STA - Banding/ Suppop Advertising				0.10	0.10	24.50	245.0
T/ading	2.80	-		0.30	2.90	1,655.50	570.8
TRA - Trade-sales/ Purchase				0.30	0.30	58.50	195.0
TRA - Legal-tracing	2.60				2.60	1 597.00	614.2

19 August 2020 to 04 July 2022	
	Value E
Cassgory T	
Advertising	77.98
Postage	15.32
Banding	20,00
Land Registry Charges	9.00
Grand Total	122.30

School is charged at the HMILE rate permuling at the time the cost are incur

FRP Charge out rases	Team .		
Grade	tu se, 2019	1ct November 2070	321 May 3022
Appointment taker / Pertrer	495-595	595-695	640-740
Managers / Directors	385-495	445-595	480-500
Other Professional	225-340	275-395	300-420
Jurice Professionel & Support	150-195	175-245	190-290

Appendix D

Receipts and payments account for the Period and cumulatively

Celine Group Holdings Limited (In Administration) Joint Administrators' Summary of Receipts & Payments

Statement of Affairs £		From 19/02/2022 To 04/07/2022 £	from 19/08/2020 To 04/07/2022 £
	SECURED ASSETS		
(315,300,000.00)	Book Debts	NIL	NIL
Uncertain	Investments	NIL	NIL
		NIL	NIL
	ASSET REALISATIONS		
	Cash at Bank	NIL	249.37
		NIL	249.37
	COST OF REALISATIONS		
	Administrators' Disbursements	NIL	113.30
	Storage Costs	94.51	94.51
	VAT Irrecoverable	18.90	41.56
	VIII Breakerasie	(113.41)	(249.37)
315,300,000.00)		(113.41)	(0.00)
,	REPRESENTED BY		
			MIL

FRP

Appendix E

Statement of expenses incurred in the Period



Celine Group Holdings Limited Statement of expenses for the period ended 4 July 2022				
Expenses	Period to 4 July 2022	Cumulative period to 4 July 2022		
Office Holders' remuneration (Time costs)	13,427	64,170		
Office Holders' disbursements		122		
Irrecoverable VAT	19	42		
Storage costs	95	95		
Total	13,540	64,428		