

AM03

Notice of administrator's proposals



Companies House

For further information, please
refer to our guidance at
www.gov.uk/companieshouse

1 Company details

Company number 0 8 6 2 4 5 7 2

Company name in full Push Dr Limited

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Administrator's name

Full forename(s) Kerry

Surname Bailey

3 Administrator's address

Building name/number 3 Hardman Street

Street Spinningfields

Post town Manchester

County/Region

Postcode M 3 3 A T

Country

4 Administrator's name ①

Full forename(s) Christopher

Surname Marsden

① Other administrator

Use this section to tell us about
another administrator.

5 Administrator's address ②

Building name/number Bridgewater House

Street Finzels Reach

Post town Counterslip

County/Region Bristol

Postcode B S 1 6 B X

Country

② Other administrator

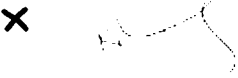
Use this section to tell us about
another administrator.

AM03
Notice of Administrator’s Proposals

6 Statement of proposals

<input checked="" type="checkbox"/>	I attach a copy of the statement of proposals	
-------------------------------------	---	--

7 Sign and date

Administrator's Signature	Signature 	
Signature date	<div><div>^d1^d3</div><div>^m1^m2</div><div>^y2^y0^y2^y1</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	Kerry Bailey									
Company name	BDO LLP									
Address	5 Temple Square									
	Temple Street									
Post town	Liverpool									
County/Region										
Postcode	L	2		5	R	H				
Country										
DX										
Telephone	+44 (0) 1512 374 500									



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



Push Dr Limited In Administration

Joint Administrators' proposals
dated 9 December 2021

CONTENTS

GLOSSARY OF TERMS	3
KEY INFORMATION	4
FACTORS WHICH LED TO THE ADMINISTRATION APPOINTMENT	6
STEPS TAKEN SINCE APPOINTMENT	9
FINANCIAL POSITION	10
FUTURE OF THE ADMINISTRATION	11
APPENDICES	
A: STATUTORY INFORMATION	12
B: CREDITORS' RIGHTS	14
C: RECEIPTS AND PAYMENTS ACCOUNT	15
D: ESTIMATED OUTCOME STATEMENT	17
E: PRE-ADMINISTRATION COSTS	23
F: PROOF OF DEBT FORM	24
G: NOTICE OF A DEEMED CONSENT PROCEDURE	26
H: NOTICE OF A DECISION BY CORRESPONDENCE PROCEDURE	27
I: VOTING FORM	28
J: SIP 16 DISCLOSURE	30

GLOSSARY OF TERMS

Abbreviation or term	Meaning
'AMA'	Accelerated Merger and Acquisition
'BDO'	BDO LLP
'DFP'	Digital First Practice
'GP'	General practitioner medical doctor
'Hill Dickinson'	Hill Dickinson LLP
'HMRC'	HM Revenue & Customs
'Joint Administrators' or 'we'	Kerry Bailey and Christopher Marsden
'net property'	Floating charge realisations after costs and payment of preferential and secondary preferential creditors in full
'NHS'	The National Health Service
'preferential creditors'	Claims for unpaid wages earned in the four months prior to Administration up to £800, holiday pay and unpaid pension contributions in certain circumstances. Where a decision is being sought from preferential creditors these will include secondary preferential creditors
'Prescribed Part'	Where a company has granted a floating charge after 15 September 2003, under Section 176A of the Act a proportion of the net property available to a QFCH is set aside for the unsecured creditors of that company
'Proposals'	The Joint Administrators' statement of proposals for achieving the purpose of the Administration pursuant to Rule 3.35 of the Rules and Paragraph 49 of Sch.B1 to the Act
'QFCH'	Qualifying Floating Charge Holder
'R&D'	Research and development
'Sch.B1 to the Act'	Schedule B1 to the Act
'secondary preferential creditors'	Where a company enters into Administration on or after 1 December 2020, claims for unpaid VAT, PAYE deductions, Employee National Insurance Contributions (NICs) deductions, student loan repayment deductions and amounts withheld under the construction industry scheme
'secured creditors'	Creditors whose debt is secured, in accordance with section 248 of the Act
'SIP 16'	Statement of Insolvency Practice 16 Pre-packaged sales in Administrations
'the Act'	Insolvency Act 1986
'the Company'	Push Dr Limited
'the Purchaser'	Square Health Limited
'the Rules'	Insolvency (England and Wales) Rules 2016
'unsecured creditors'	Creditors who are neither secured nor preferential

KEY INFORMATION

Background

Kerry Bailey and Christopher Marsden were appointed Joint Administrators of the Company on 3 December 2021.

The affairs, business and property of the Company are being managed by the Joint Administrators, who act as agents of the Company and without personal liability.

Purpose of the Proposals

The main purpose of the Proposals is to provide you with a brief history of the Company, an explanation as to why the Company is in Administration and to set out how the Joint Administrators propose to achieve the statutory purpose of the Administration.

The assets and liabilities of the Company and the possible outcome for creditors are also detailed.

Purpose of the Administration

The statutory purpose of an Administration consists of a hierarchy of three objectives:

- a. Rescuing the Company as a going concern e.g. restructuring the Company's business, resulting in the survival of the Company.
- 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.
- c. Realising property in order to make a distribution to one or more secured or preferential creditors.

We address the progress made in respect of each objective and provide an explanation as to which objective is being pursued as follows:

- a. An AMA process has been undertaken and investment or a purchaser for the shares or business and assets had been sought. No offers were received for the shares or for further investment. As such, it was not possible to achieve the first objective.
- b. The Joint Administrators have achieved a sale of the business and certain assets, which has provided consideration of £200k, for the benefit of creditors. It has also mitigated employee claims estimated at c. £1m by way of a Transfer of Undertakings (Protection of Employment) Regulations 2006 ('TUPE') of all 98 employees. A sale would not have been possible if the Company were wound up without first being in Administration. There remains a number of assets to be realised during the Administration in addition to post-sale matters that need to be concluded. Therefore, the second objective is being pursued.
- c. This objective will not be pursued as the second objective is being pursued.

Return to creditors

The table below summarises the anticipated outcome for creditors, based on our current understanding of the case and before any costs of realisation. Please note these figures may be subject to change.

Class of creditor	Current estimate
Secured creditors	N/a
Preferential creditors	100p in the £
Secondary preferential creditors	100p in the £
Unsecured creditors	5p in the £

Approval of the Proposals

The Joint Administrators are seeking a decision from creditors to approve the Proposals by deemed consent with the Decision Date being 30 December 2021.

Notice of a deemed consent procedure is attached at Appendix G, which details how to object to the proposed decision to approve the Proposals or request that a physical meeting be held.

What you need to do

If you haven't already provided the Joint Administrators with details of your claim, please do so at your earliest possible convenience using the proof of debt form at Appendix F.

If you have any queries regarding your claim or require any assistance completing the form, please contact Teddy Blankson on +44 (0)151 237 4421.

In addition to the deemed consent decision process detailed above, the Joint Administrators are also seeking decisions from the Company's creditors in relation to the establishment of a creditors' committee and the payment of unpaid pre-Administration costs and category 2 expenses.

Notice of a decision by correspondence procedure is attached at Appendix H. In order to vote, please complete the following:

- Voting form - Appendix I; and
- Proof of debt form (if not previously submitted) - Appendix F.

Please return the above forms by post to Teddy Blankson, Business Restructuring, BDO LLP, 5 Temple Square, Temple Street, Liverpool, L2 5RH or via email to BRCMTNorthandScotland@bdo.co.uk on or before 30 December 2021, the Decision Date.

If you need any assistance in completing the voting form, please contact Teddy Blankson on +44 (0)151 237 4421.

If there any matters that you consider merit investigation you should provide details to Teddy Blankson at Business Restructuring, BDO LLP, 5 Temple Square, Temple Street, Liverpool, L2 5RH.

Creditors' rights

An overview of the rights of creditors are detailed in Appendix B.

Contact details

Contact: Teddy Blankson
Business Restructuring, BDO LLP, 5 Temple Square, Temple Street, Liverpool, L2 5RH
Tel: +44 (0)151 237 4421
Email: BRCMTNorthandScotland@bdo.co.uk
Reference: 00408536

FACTORS WHICH LED TO THE ADMINISTRATION APPOINTMENT

Background

The Company was incorporated on 25 July 2013.

The Company has been funded through several rounds of equity investment. As such, there are 28 shareholders, however the Company has no ultimate controlling party as no individual shareholder holds a voting majority of the issued share capital. Investment throughout the lifetime of the Company has totalled £52m, comprising £42m equity and £10m convertible loan notes introduced under the British Business Bank Future Fund Scheme ('Future Fund') in September 2021.

The Company traded from leasehold offices at Arkwright House, Parsonage Gardens, Manchester, M3 2LF and employed 98 staff.

The Company had developed a video consultation technology platform and associated infrastructure. The video consultation platform is utilised to provide primary health care services, principally GP appointments, to both private individuals and the NHS. The Company provided both the technology and the clinician.

The Company had four core service offerings:

- Private video GP services - Private consultations were provided at times and locations that are convenient for the user. This service was launched in 2015. The Company provided approximately 2,000 appointments per month;
- NHS Digi-locum - The provision of GP locums via the video platform to approximately 250 GP practices and hospitals, with a combined patient list of 5.7m, throughout the United Kingdom. This service was launched in 2018. The Company provided approximately 12,000-15,000 Digi-locum appointments per month;
- NHS Digi-locum additional services - The provision of additional digital services other than GP's, including digital pharmacists, digital physio's and planned digital mental health clinicians; and
- DFP - The Company had entered into a contract to manage and operate a GP practice, located in Warrington.

In addition, the Company was in advanced discussions with an insurance company to provide digital GP consultations.

Factors leading up to Administration

The Company's management information shows that, in the year ended 31 July 2021, it incurred a loss of £9.1m on a turnover of £2.4m.

The Company's losses can largely be attributed to the costs incurred in developing the underlying technology platform together with the costs of delivering the services.

Recently revenues had increased and the Company had taken steps to reduce costs. However, the Company continued to have a monthly cash requirement in excess of £750k. The management information showed that in the three months to 31 October 2021 the Company incurred a loss of £2.6m on a turnover of £1.2m.

Historically, the losses had been funded by the introduction of equity. In September 2020, the Company issued a convertible loan of £10m under the Future Fund. The Future Fund introduced funds of £5m, which was matched by two incumbent investors in equal proportions.

The Company had identified a growth strategy, which was underpinned by the expansion of the DFP offering.

The Company's short-term cash flow indicated that it had sufficient funding to support trading until early 2022. However, this was dependent upon the receipt of R&D tax credits totalling £2.4m from HMRC, or third-party funding associated with the R&D tax credits.

The Company approached its existing investors for additional funding, however, they advised that they were not in a position to provide any further funds.

Therefore, the Company contacted BDO directly to provide assistance in early October 2021. BDO were subsequently instructed to undertake an AMA to identify an investor and market for sale the shares held in the Company and/or its business and assets. BDO's involvement with the Company is discussed in further detail later in this document.

The R&D tax credits had not been received by late November and the timing of any receipts remained uncertain. In the absence of the R&D tax credits the Company's forecast indicated that it would have insufficient cash to operate in December 2021.

On 3 December 2021 an application for the appointment of Joint Administrators was made by Matthew Elcock, a director of the Company, pursuant to Paragraph 22 of Sch. B1 to the Act.

Investor identification and marketing of the shares or business and assets for sale

The marketing of the business and assets is discussed in detail in Appendix J.

The AMA process commenced on 27 October 2021. A total of 116 parties were initially contacted and comprised both financial and trade buyers.

Indicative offers were sought by 12 November 2021. However, no offers were received.

During the sales process a further 25 parties approached either BDO or the Company directly regarding the sale process. These parties were included in the process and their interest explored.

A total of 44 parties signed non-disclosure agreements ('NDA') and gained access to a data-room which contained further information about the Company and its business.

Following the expiration of the indicative offer deadline we continued to explore interest from 17 parties, with a view to receiving offers at the earliest opportunity.

An initial offer was received from the Purchaser, on the evening of 16 November 2021, to purchase the business and assets of the Company out of Administration.

A further offer was received on 23 November 2021 from another interested party, to purchase the technology and intellectual property. In addition, it was a condition that certain employees transferred as part of the transaction. The consideration was to be paid by the provision of shares in the acquirer. Given the Company's financial position it was not considered possible to transact if the consideration was to be paid in shares. The interested party was invited to submit an alternative payment proposal. No alternative proposal was received.

On 26 November 2021, following further due diligence, the Purchaser submitted a revised offer of £200k payable on completion, plus a further £300k payable on deferred terms subject to certain conditions. This offer was then further revised on 1 December 2021 to the final offer of £200k to be paid in full on completion. In the absence of any higher offers capable of being completed, and no party being willing to provide additional working capital or a non-refundable deposit to allow more time for due diligence, and in light of the inability of the Company to continue trading, the offer from the Purchaser was accepted.

In parallel with progressing the interest from the Purchaser we remained in discussions with a number of parties regarding their interest, but no further offers were received.

The Company instructed the services of lawyers, Hill Dickinson, to assist with drafting a sale and purchase agreement, advise them on key contractual terms and facilitate contractual negotiations in relation to the offer. The sale of certain parts of the business and assets is discussed later in this document.

Pre-appointment engagement

Prior to the appointment of the Joint Administrators BDO was involved with the Company. A summary of the scope of those engagements is set out below:

- Contingency planning and stakeholder assistance.
 - BDO was engaged by the Company on 14 October 2021 to consider the available options and prepare a high-level contingency plan in the event that an investor or sale could not be achieved. In addition, BDO was engaged to assist with stakeholder support.
- Investor identification and marketing of the shares or business and assets for sale.
 - BDO was engaged, on 23 October 2021, by the Company and the majority shareholders to seek investment, along with an acquirer of the shares or business and asset. This engagement included assisting the Company to negotiate with any investor or purchaser.

The fees paid to BDO in relation to the above engagements totalled £121,264.

Prior to appointment the Joint Administrators considered whether the prior engagement of BDO could result in any real or perceived conflicts of interest or ethical threats. The engagement was carefully considered, and it was concluded that the work did not give rise to any conflict of interest or ethical threat. As a result, the Joint Administrators were satisfied they could accept the appointment.

Pre-Administration costs

Pre-Administration costs have been incurred, but not paid by the Company prior to the Administration, in preparing and planning for the Administration and negotiating the sale of the business and assets. These costs are set out in detail at Appendix E.

The payment of unpaid pre-Administration costs does not form part of the Proposals, and separate creditor approval is required to pay these costs.

If a creditors' committee is established, it will be for the creditors' committee to approve these costs.

STEPS TAKEN SINCE APPOINTMENT

Sale of business

A sale of the business and certain assets completed to the Purchaser shortly after the Administration appointment on 3 December 2012. Further information with regards to the sale is provided in Appendix J.

The consideration for the sale of the business and certain assets totalled £200k and was paid in full on completion. The consideration will shortly be received from Hill Dickinson and is therefore not yet reflected on the receipts and payments account at Appendix C.

All 98 employees transferred to the Purchaser following the sale.

The Purchaser will continue to provide services to the Company's clients. In particular, the Company's private patients and Digi-Locum customers.

The Joint Administrators continue to deal with post-sale matters with the Purchaser.

Other assets

The key assets that were not included in the sale are:

- Cash at Bank
 - The Company had cash at Bank of £796k. The Joint Administrators have contacted the Company's bankers to arrange for the funds to be transferred to the Joint Administrators' bank account.
- Book debts
 - At the date of appointment, the Company had book debts totalling £642k. The Purchaser has agreed to assist with the collection of the debts and will be paid a fee of 15% of any collection.
- Leasehold property
 - A licence to occupy has been granted to the Purchaser for a period of less than six months. We are aware that the landlord holds a deposit of £225k. Agents will be instructed to assess if there is any value in the lease and to seek to recover the rent deposit.

Investigations

The Joint Administrators have a duty to investigate the affairs of the Company and conduct of the directors. The Joint Administrators must submit a confidential statutory report to the disqualification unit of the Department for Business, Energy & Industrial Strategy regarding the conduct of all directors and shadow directors during the three years before the Administration.

Other matters

In addition to the above matters, we have dealt with all statutory matters required by legislation and administrative work incidental to our duties as Joint Administrators in this Administration.

FINANCIAL POSITION

The Company's directors have not submitted a statement of affairs to Joint Administrators at the time of this report. An estimated outcome statement has therefore been produced by the Joint Administrators in relation to the Company, together with a schedule of the Company's creditors, which is attached at Appendix D.

Assets

Details regarding the sale consideration and the assets of the Company that were excluded from the sale are detailed above.

Liabilities

Secured creditors

The Company has not granted any security, accordingly there are no secured creditors in this Administration.

Preferential creditors

All employees were transferred to the Purchaser. As such, there are not expected to be any preferential claims from employees.

We are aware there are outstanding pension contributions that may rank as a preferential creditor.

Preferential creditors are expected to be paid in full.

Secondary preferential creditors

At the date of appointment HMRC were owed £610k in relation to unpaid VAT, PAYE and National Insurance. It is expected that these amounts will rank as secondary preferential creditors.

Secondary preferential creditors are expected to be paid in full.

Prescribed Part

At the date of appointment, the Company had no outstanding floating charge security granted after 15 September 2003 and, therefore, the Prescribed Part will not apply in this Administration.

Unsecured Creditors

The Company's records indicate unsecured creditors' claims total c. £13.5m.

Unsecured creditors are expected to receive a dividend of approximately £5p in the pound, before the costs of realisation.

Joint Administrators' remuneration and expenses

It is proposed that the remuneration of the Joint Administrators is approved on a time costs basis and approval from creditors will be sought in our progress report to creditors in six months.

If a creditors' committee is established, it will be for the creditors' committee to consider and approve the basis of the remuneration of the Joint Administrators, otherwise it will be a matter for the general body of creditors.

FUTURE OF THE ADMINISTRATION

It is proposed that the Joint Administrators continue to manage the affairs and property of the Company in order to achieve the objective of the Administration.

The Joint Administrators will continue to realise the assets not sold to the Purchaser, principally being the cash at Bank and book debts.

The Joint Administrators will continue to liaise with the Purchaser in relation post-sale completion matters.

In addition, the Joint Administrators will continue to manage enquiries regarding the Company, along with liaising with creditors regarding their claims. It is intended that the Company exit the Administration by way of Creditors' Voluntary Liquidation (discussed below). It will be for the Joint Liquidators to adjudicate upon the claims of unsecured creditors and make payment of any dividend.

Extension of the Administration

If necessary, the Joint Administrators will seek approval to extend the Administration which is due to end on 2 December 2022.

Exiting the Administration

As it is currently estimated that there will be sufficient funds to pay a dividend to unsecured creditors other than by way of the Prescribed Part, it is proposed that the Company move from Administration into Creditors' Voluntary Liquidation and that the current Joint Administrators, Kerry Bailey and Christopher Marsden, or their successors in title, be appointed Joint Liquidators of the Company pursuant to Rule 3.60 of the Rules. The Joint Liquidators are to act jointly and severally. Creditors may nominate different liquidators, provided that the nomination is received before the Proposals are approved.

In the event there are insufficient funds to pay a dividend to unsecured creditors (other than by way of the Prescribed Part), it is proposed that the Company will move from Administration to dissolution.

Joint Administrators' discharge from liability

It is proposed that the Joint Administrators be discharged from liability on the registration of the notice to move from Administration and the final progress report with the registrar of companies. Approval will be sought from the creditors prior to ending of the Administration.

APPENDIX A

STATUTORY INFORMATION

Information

Company name	Push Dr Limited								
Trading names	Push Doctor								
Company registration number	08624572								
Registered office	C/o BDO LLP, 5 Temple Square, Temple Street, Liverpool, L2 5RH Previously First Floor, Arkwright House, Parsonage Gardens, Manchester, M3 2LF								
Directors	Matthew Elcock Sandie Teresa Foxall-Smith Dr Vishal Kumar Gulati Stephen Peter Hampson Christopher John Percival Hopkins Azhaan Saleem Merchant John Edward Kitson Smith								
Issued share capital	8,847,191 divided into: <table> <tr> <td>Ordinary Shares</td><td>1,457,300</td></tr> <tr> <td>Series A Shares</td><td>1,889,200</td></tr> <tr> <td>Series B Shares</td><td>2,276,343</td></tr> <tr> <td>Series C Shares</td><td>3,224,348</td></tr> </table>	Ordinary Shares	1,457,300	Series A Shares	1,889,200	Series B Shares	2,276,343	Series C Shares	3,224,348
Ordinary Shares	1,457,300								
Series A Shares	1,889,200								
Series B Shares	2,276,343								
Series C Shares	3,224,348								
Directors' shareholdings	Matthew Elcock - 390,000 Ordinary Shares								
Date of appointment	3 December 2021								
Court name and reference	High Court of Justice, Business and Property Courts in Manchester - CR 2021 MAN 000708								
Appointor	The director pursuant to Paragraph 22 of Sch.B1 to the Act								
Joint Administrators	Kerry Bailey Christopher Marsden <i>Under the provisions of paragraph 100(2) of Sch.B1 to the Act the Joint Administrators carry out their functions jointly and severally meaning any action can be done by one Administrator or by both of them.</i>								
Joint Administrators' address	BDO LLP, 3 Hardman Street, Spinningfields, Manchester, M3 3AT								
EC Regulations on Insolvency Proceedings	EU Regulation 2015/848 ('the Recast Regulation') applies to the Company and these are COMI proceedings.								

Date of delivery of the Proposals

The Proposals will be deemed delivered on the date of the upload of the Proposals to the creditor portal.

Data Control and GDPR

Kerry Bailey and Christopher Marsden are authorised to act as Insolvency Practitioners by the Institute of Chartered Accountants in England and Wales in the UK. The Joint Administrators are Data Controllers as defined by the General Data Protection Regulations. BDO LLP will act as Data Processor on the instruction of the Data Controllers. Personal data will be kept secure and processed only for matters relating to the Administration of Push Dr Limited. Please see the privacy statement at <https://www.bdo.co.uk/en-gb/privacy-notice/insolvencies>

APPENDIX B

CREDITORS' RIGHTS

Copies of BDO LLP's charging and expenses policy, 'A Creditors' Guide to Administrators' Fees' and information on the rights, duties and functions of a creditors' committee are available at <https://www.bdo.co.uk/en-gb/insights/advisory/business-restructuring/creditors-guides>.

The Insolvency Service has established a central gateway for considering complaints in respect of Insolvency Practitioners. In the event that you make a complaint to us but are not satisfied with the response, then you should visit <https://www.gov.uk/complain-about-insolvency-practitioner> where you will find further information on how you may pursue the complaint.

The Joint Administrators are bound by the Insolvency Code of Ethics when carrying out all professional work relating to this Administration. A copy of the code can be found at <https://www.icaew.com/technical/ethics/icaew-code-of-ethics/icaew-code-of-ethics>.

APPENDIX C

RECEIPTS AND PAYMENTS ACCOUNT

**Push Dr Limited
(In Administration)
Joint Administrators' Summary of Receipts & Payments**

Statement of Affairs £	From 03/12/2021 To 08/12/2021 £	From 03/12/2021 To 08/12/2021 £
_____	_____	_____
	NIL	NIL
REPRESENTED BY		NIL
		NIL

Note:

APPENDIX D

ESTIMATED OUTCOME STATEMENT

Indicative Estimated Outcome Statement (before professional costs) '£'000		Estimated to realise	
Assets			
Intangible Assets	5,458	100	A
Tangible Assets	588	100	A
Debtors	642	321	B
Prepayments	462	34	C
Bank & Cash	796	796	D
Total assets	7,946	1,351	
Less: Preferential creditors			
Redundancy Payments Office (pension arrears)	-	(21)	E
HMRC	(610)	(610)	F
Amount available to unsecured creditors	7,336	720	
Trade & Other Creditors	(3,142)	(3,142)	G
Landlord Claim	-	(365)	
Employee Claims	-	-	E
Future Fund Loan	(10,050)	(10,050)	H
Shortfall to unsecured creditors	(5,856)	(12,837)	

Notes

- A** Tangible assets consist of fixtures & fittings and equipment with a book value of £588k. Intangible assets consist of the goodwill, intellectual property, including business information and IT Systems. The sales consideration has been apportioned as detailed in the Proposals.
- B** The Company had book debts totalling £642k as at the date of appointment. A provision of 50% has been applied to these book debts, which includes the 15% debt collection fee.
- C** Prepayments predominantly consist of rent and subscriptions for IT services paid by the Company prior to the Administration appointment. The Purchaser is occupying the leasehold property under a licence to occupy and has contributed £34k in respect of the rent for the remainder of the December rent quarter.
- D** The cash at bank will be transferred from the Company's pre-appointment bank account.
- E** All employees transferred to the Purchaser under TUPE, therefore it is not anticipated that there will be any claims in respect of employees, except for a claim from the Redundancy Payments Office estimated at £21k in respect of unpaid pension contributions.
- F** HMRC's secondary preferential claim in respect of VAT and PAYE is estimated to total £610k.
- G** Trade creditors and accruals are anticipated to total £3.1m.
- H** The liability due under the Future Fund Loan is £10.05m.

BDO LLP
Push Dr Limited
Company Registered Number: 08624572
B - Company Creditors

Key	Name	Address	£
C300	360 Business Law	377 - 399 London Road, Camberley, GU15 3HL	483.60
CA00	Amazon Business	1 Principal Place, Worship Street, London, EC2A 2FA	361.32
CA02	Armstrong Watson LLP	15 Victoria Place, Carlisle, CA1 1EW	312.17
CA03	Aviva Life	PO Box 3240, Group Protection, Norwich, NR1 3ZF	2,739.63
CA04	Accelerated Digital Ventures Limited	Electric Works, Concourse Way, Sheffield, S1 2BJ	2,500,000.00
CB00	Bring Digital	Croxley House, 14 Lloyd Street, Manchester, M2 5ND	13,200.00
CB01	British Telecommunications PLC	81 Newgate Street, London, EC1A 7AJ	1,982.00
CC00	Care Quality Commission	2 Redman Place, Stratford, London, E20 1JQ	1,493.60
CC01	Cleaning Ventures Limited	7 Arundel Street, Manchester, M15 4JZ	936.00
CC02	Colliers International	50 George Street, London, W1U 7GA	16,375.71
CC03	Compass Executives	Admiral House, 8A High Street Cosham, Portsmouth, Hampshire, PO6 3BZ	4,200.00
CD00	DataArt Technologies UK Ltd	55 King William Street, London, EC4R 9AD	197,645.37
CD01	Dr A Stanek		3,500.00
CD02	Dr Abimbola Ojuolape		980.00
CD03	Dr Adewunmi Adebajo		3,590.00
CD04	Dr Amelia Darley		160.00
CD05	Dr Anam Shahbazi		1,395.00
CD06	Dr Angus Perry		13,762.50
CD07	Dr Ankuish Sachdev		3,210.00
CD08	Dr Anna Claridge		1,470.00
CD09	Dr Anna Puri		2,215.00
CD0A	Dr Antoni Naczek		4,682.50
CD0B	Dr April Liu		10,735.00
CD0C	Dr Artaza Gilani		530.00
CD0D	Dr Athra Mahdi		9,970.00
CD0E	Dr Ayesha Abdullah		3,045.00
CD0F	Dr Ayyaz Kauser		222.00
CD0G	Dr Bhavani Dutt		5,570.00
CD0H	Dr Chikaodinaka Uchendu		420.00

BDO LLP
Push Dr Limited
Company Registered Number: 08624572
B - Company Creditors

Key	Name	Address	£
CD0I	Dr Christopher Lutterodt		5,138.00
CD0K	Dr Donna Hutchinson		3,150.00
CD0L	Dr Eleanor Glasspool		2,520.00
CD0M	Dr Emiloju Edalere-Lukula		905.00
CD0N	Dr Farheen Kayani		830.00
CD0O	Dr Farzana Ashraf		296.00
CD0P	Dr Fernanda Martinez		4,645.00
CD0Q	Dr Francis Okoroh		1,960.00
CD0R	Dr Hassan Farooq		2,345.00
CD0S	Dr Ike Nwachukwu		3,242.00
CD0T	Dr Ishrat Ahmed		870.00
CD0U	Dr Jade Tomlin		420.00
CD0V	Dr Jan Jagodzinski		2,520.00
CD0W	Dr Jared Burki		1,597.50
CD0X	Dr Jayne Ballinger		4,075.00
CD0Y	Dr Jeffrey Lau		1,890.00
CD0Z	Dr John Geeson		1,892.50
CD10	Dr Kaushalya Gunasekaran		3,730.00
CD11	Dr Kiren Sahota		507.50
CD12	Dr Lubna Hanif		535.00
CD13	Dr Malini Ashokkumar		8,100.00
CD14	Dr Marianne Elder		80.00
CD15	Dr Mariam Khan		280.00
CD16	Dr Mary Onianwa		5,267.50
CD17	Dr Meha Chandarana		2,051.00
CD18	Dr Michael Rodger		592.00
CD19	Dr Minolhini Raveendran		907.50
CD1A	Dr Najeebah Jaunbocus		4,936.00
CD1B	Dr Oluwatobi Coker		160.00

BDO LLP
Push Dr Limited
Company Registered Number: 08624572
B - Company Creditors

Key	Name	Address	£
CD1C	Dr Pavandip Dhesi		530.00
CD1D	Dr Peter Clegg		350.00
CD1E	Dr Petr Valasek		1,050.00
CD1F	Dr Poonam Sharma		3,420.00
CD1G	Dr Rasheedah Amussah		4,147.50
CD1H	Dr Rosemary Crinion		1,120.00
CD1I	Dr Sabrina Goel		2,310.00
CD1J	Dr Samuel Chu		1,977.50
CD1K	Dr Sara Zubia		5,357.50
CD1L	Dr Sheliza Darvesh		1,400.00
CD1M	Dr Shiraz Malik		1,557.50
CD1N	Dr Sonali Dasgupta		670.00
CD1O	Dr Sujina Islam		490.00
CD1P	Dr Sunjay Paul		737.50
CD1Q	Dr Teik Goh		1,868.00
CD1R	Dr Thomas Quin		2,585.00
CD1S	Dr Thu Huong Dang		1,610.00
CD1T	Dr Tom Ashfield		1,172.50
CD1U	Dr Ugochuku Okonkwo		1,505.00
CD1V	Dr Umayr Jakhura		105.00
CD1W	Dr Usama Mia		7,525.00
CD1X	Dr Yusra Khan		140.00
CD1Y	Dr. Ehsan Khondaker		1,452.00
CE00	Encore Ventures LLP	Molton Ventures, 20 Garrick Street, WC2E 9BT	4,500.00
CE01	Entwistle Group	Imprimo House, 1047 Ashton Old Road, Openshaw, Manchester, M11 2NN	1,153.20
CE02	Esprit Investments (1) LP	c/o Esprit Capital Partners LLP, 20 Garrick Street, London, WC2E 9BT	2,500,000.00
CF00	faiT UK Limited	Little Forge Road, Redditch, B98 7SF	174.00
CF01	Forward Role	4th Floor Croxly House, 14 Lloyd Street, Manchester, M2 5ND	26,280.00
CF03	Funnel AB	Klarabergsgatan 29, 111 21 Stockholm, Sweden	750.00

BDO LLP
Push Dr Limited
Company Registered Number: 08624572
B - Company Creditors

Key	Name	Address	£
CF04	The Future Fund	5 Churchill Place, 10th Floor, London, E14 5HU	5,000,000.00
CG00	Google Ireland Limited	Gordon House, Barrow Street, Dublin 4, Ireland	12,595.94
CG01	Gorkana	5 Churchill Place, Canary Wharf, London, E14 5HU	1,653.60
CH00	HMRC (EIS)	Enforcement and Insolvency Services (EIS) Worthing, Durrington Bridge House, Barrington Road, Worthing, BN12 4SE	610,000.00
CH01	Haymarket Media Group Ltd	Bridge House, 69 London Road, Twickenham, Middlesex, TW1 3SP	3,908.40
CH02	Headland PR Consultancy LLP	Cannon Green, 1 Suffolk Lane, London, EC4R 0AX	34,801.34
CH03	Health Assured	The Peninsula, Victoria Place, M4 4FB	223.20
CI00	Ikon Furniture Ltd	36 Bridge Street, Manchester, M2 4LQ	366.00
CI01	Insight Direct (UK) Limited	4th Floor, The Charter Building, Charter Place, Uxbridge, UB8 1JG	2,870.85
CI02	Intercom	18-21 St. Stephen's Green, Dublin 2, Ireland	2,587.03
CI03	Isosec	Quay West Media City, 6 Trafford Wharf Road, Stretford, Manchester, M17 1HH	14,835.00
CL00	Lantum	4th Floor, 15 Bonhill St, London, EC2A 4DN	13,630.40
CL01	LinkedIn	LinkedIn Ireland Unlimited Company, Wilton Place, Dublin 2, Ireland	25,324.74
CM00	Michael Dufty Partnership Ltd	The Counting House, 61 Charlotte Street, St Paul's Square, Birmingham, B3 1PX	480.00
CM01	Microsoft Ireland Operations Limited	One Microsoft Place, South County Business Park, Leopardstown, Dublin 18. D18 P521	17,014.33
CM02	Muhammad Ali Harris		690.00
CN00	New Voice Media	Rosalind House, Jays Close, Basingstoke, Hampshire, RG22 4BS	26,087.62
CN01	Newmarket Strategy Ltd	Niddry Lodge, 51 Holland Street, London, W8 7JB	2,000.00
CO00	OnboardIQ	275 Sacramento St Ste 300 San Francisco, CA, 94111-3855 United States	449.71
CO01	ONFIDO	3 Finsbury Avenue, 5th Floor, London, EC2M 2PA	37,016.12
CO02	Oxford Capital Partners LLP	46 Woodstock Road, Oxford, Oxfordshire, OX2 6HT	4,500.00
CP00	Pairoo	140 High St, Watford, WD17 2EN	1,408.00
CP01	Patchwork	Wework 145 City Road, Old Street, Hoxton, London, EC1V 1AV	2,044.80
CP02	Peakon ApS	Frederiksberggade 11, 1st floor 1459. Copenhagen K, Denmark	4,003.20
CP03	Peninsula Business Services Limited	The Peninsula, Victoria Place, Manchester. M4 4FB	695.95
CP04	Performance Development & Training	Prince Maurice House, 5 Cavalier Court, Bumpers Farm, Chippenham, SN14 6LH	5,808.00
CP05	Piksel Ltd	The Catalyst, Baird Lane, York, YO10 5GA	963.20
CP06	Pure Physiotherapy	963 Penistone Road, Sheffield, South Yorkshire, S6 2DH	10,083.32

BDO LLP
Push Dr Limited
Company Registered Number: 08624572
B - Company Creditors

Key	Name	Address	£
CP07	PDR Contractors		32,480.31
CRPT	Redcentric	Central House, Otley Road, Beckwith Knowle, Harrogate, HG3 1UG	1,855.32
CRPU	RSM Restructuring Advisory LLP	9th Floor, 3 Hardman Street, Manchester, M3 3HF	21,000.00
CS00	Salesforce	Floor 26 Salesforce Tower, 110 Bishopsgate, London, EC2N 4AY	17,021.69
CS01	SHRED-IT	177 Cross Street Ground Floor, Corner House, Manchester, M33 7JQ	839.12
CS02	Sodexo	310 Broadway, Salford, M50 2UE	124.00
CS03	Softcat	Head Office, Fieldhouse Lane, Marlow, Buckinghamshire, SL7 1LW	30.12
CS04	Savills PLC	33 Margaret Street, London, W1G 0JD	0.06
CS05	Susan Bill		2,056.00
CT00	The GP Locum Agency Limited	91A Shirley High St, Shirley, Southampton, SO16 4EX	31,174.40
CT01	Tom Bradley		7,466.68
CW00	Well Pharmacy	Merchants Warehouse, Castle Street, Manchester, M3 4LZ	5,417.66
CX00	XBM Limited	Unit 3, Axis Court, Nepshaw Lane South, Leeds, West Yorkshire, LS27 7UY	11.96
CZ00	Zendesk Inc	989 Market St, San Francisco, CA 94103	1,254.60
CZ01	ZPB LTD	Tintagel House, 92 Albert Embankment, London, SE1 7TY	3,639.72
130 Entries Totalling			11,406,978.49

APPENDIX E

PRE-ADMINISTRATION COSTS

The pre-Administration costs incurred with a view to the Company entering Administration are detailed below.

	Incurring £	Paid £	Paid by	Unpaid costs £
Fees charged by the Joint Administrators				
1. Pre-appointment fees	91,632.40	nil	n/a	91,632.40
Expenses incurred by the Joint Administrators				
2. Legal fees - Hill Dickinson	59,354.00	nil	n/a	59,354.00
3. Valuation fees - Hilco	14,600.00	nil	n/a	14,600.00
Total	165,586.40	nil		165,586.40

The pre-Administration costs have been incurred in preparing and planning for the Administration and negotiating the sale of the business and assets. The pre-Administration costs detailed in the table above were incurred in the week leading up to the appointment of Administrators, once the Directors had a settled intention to appoint Administrators and were required in order to achieve the pre-pack sale of the business and assets. These costs were incurred wholly in relation to putting the Company into Administration and completing the pre-pack sale.

The legal fees have been incurred by Hill Dickinson and relate to contractual negotiations and advice to achieve the pre-pack sale and obtain the Administration appointment.

The valuation fees have been incurred by Hilco and relate to the valuations obtained as detailed in Appendix J.

The pre-Administration costs have been essential to achieving a sale of the business and assets and putting the Company into Administration. Without incurring these costs, the Joint Administrators would not have been able to achieve the Administration appointment and complete the sale, which would have been detrimental to creditors through reduced asset realisations, increased creditor claims and higher costs of realisation.

The Joint Administrators are not aware of any other person qualified to act as an insolvency practitioner having acted in relation to the Company.

The charge-out rates for the pre-appointment fees are:

Grade	£
Partner	609
Director	340-511
Senior Manager	284-426
Manager	156-311
Senior Executive	124-217
Executive	76-114

APPENDIX F

PROOF OF DEBT FORM

PROOF OF DEBT FORM

Push Dr Limited - In Administration ('the Company')

Company registration number: 08624572

Date the Company entered Administration: 3 December 2021

Name of Creditor

(If a company please also give company registration number and where registered)

Address of Creditor

including email address for correspondence

Total amount of claim, including any Value Added Tax and outstanding uncapitalised interest as at the date the Company entered Administration. £

Note: Any trade or other discounts (except discount for immediate or early settlement) which would have been available to the Company but for the insolvency proceedings should be deducted from the above claim where relevant. Where any payment is made in relation to the claim or set-off applied after date of Administration, this should be deducted.

If amount in 3 above includes outstanding uncapitalised interest please state amount. £

Particulars of how and when debt incurred

(If you need more space append a continuation sheet to this form).

Particulars of any security held, the value of the security, and the date it was given.

Particulars of any reservation of title claimed in respect of goods supplied to which the claim relates.

Details of attached documents by reference to which the debt can be substantiated.

Signature of creditor

or person authorised to act on his behalf

Name (BLOCK CAPITALS)

Dated

Position with or in relation to creditor

Address of person signing

(if different from 2 above)

Please complete and return this form to Teddy Blankson, Business Restructuring, BDO LLP, 5 Temple Square, Temple Street, Liverpool, L2 5RH or by email to BRCMTNorthandScotland@bdo.co.uk

APPENDIX G

NOTICE OF A DEEMED CONSENT PROCEDURE - RULE 15.7

Push Dr Limited - In Administration ('the Company')
In the High Court of Justice, Business and Property Courts in Manchester
Company registration number: 08624572

NOTICE IS GIVEN that I am proposing that the following decision ('the Proposed Decision') be approved by creditors of the Company ('the Creditors') by deemed consent:

1. That the Joint Administrators' Proposals be approved.

Decision Date: 30 December 2021

To object to the Proposed Decision you must deliver your objection together with a proof of debt form (unless previously submitted) to me at the contact details below no later than the Decision Date. Your objection will be disregarded if your objection and proof of debt form are not received by me by the Decision Date.

The Creditors will be treated as having approved the Proposed Decision unless I receive objections from 10% or more in value of the Creditors who are entitled to vote in a decision procedure by the Decision Date.

I am responsible for aggregating any objections to determine if the above threshold is met so that the Proposed Decision is not approved.

If the above threshold is met, the deemed consent procedure will terminate without the Proposed Decision being approved. If I seek to approve the Proposed Decision again, approval will be sought by a decision procedure.

You may also request that a physical meeting be held to consider the Proposed Decision. If, by no later than five business days of delivery of this notice, either (i) 10% or more in value of Creditors, (ii) 10% or more in number of Creditors or (iii) 10 or more Creditors who are entitled to vote in a decision procedure request a physical meeting in writing and provide a proof of debt form (unless previously submitted), the deemed consent procedure will terminate and a physical meeting convened.

If your debt is treated as a small debt (less than £1,000), or you have opted out of receiving notices, you must still provide a proof of debt form (unless previously submitted) if objecting to the Proposed Decision or requesting a physical meeting.

You may apply to the Court to appeal any decision (including the aggregation of objections) within 21 days of the Decision Date in accordance with Rule 15.35 of the Insolvency (England and Wales) Rules 2016.



Kerry Bailey
Joint Administrator and Convener

Date: 9 December 2021

Contact: Teddy Blankson
Business Restructuring, BDO LLP, 5 Temple Square, Temple Street, Liverpool, L2 5RH
Tel: +44 (0)151 237 4421
Email: BRCMTNorthandScotland@bdo.co.uk
Reference: 00408536

APPENDIX H

NOTICE OF A DECISION BY CORRESPONDENCE PROCEDURE - RULE 15.8

Push Dr Limited - In Administration ('the Company')
In the High Court of Justice, Business and Property Courts in Manchester
Company registration number: 08624572

NOTICE IS GIVEN that I am proposing that the following decisions ('the Proposed Decisions') be considered by creditors of the Company ('the Creditors') by a decision by correspondence procedure:

1. That a creditors' committee be established if sufficient creditors are willing to be members.
2. That the Joint Administrators be authorised to draw category 2 disbursements based on the mileage scale approved by HMRC, being 45p per mile unless otherwise disclosed to creditors, as an expense of the Administration.
3. That the unpaid pre-Administration costs totalling £165,586.40 be approved for payment as an expense of the Administration.

Decision Date: 30 December 2021

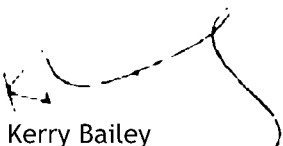
To vote on the Proposed Decisions please complete and return the attached voting form together with a proof of debt form (unless previously submitted) to me at the contact details below. If your voting form and completed proof of debt form are not received by me by the Decision Date your vote will not be counted.

You may also request that a physical meeting be held to consider the Proposed Decisions. If, by no later than five business days of delivery of this notice, either (i) 10% or more in value of Creditors, (ii) 10% or more in number of Creditors or (iii) 10 or more Creditors who are entitled to vote in this decision procedure request a physical meeting in writing and provide a proof of debt form (unless previously submitted), the decision by correspondence procedure will terminate and a physical meeting convened.

I must also receive any nominations for members to the creditors' committee together with a proof of debt form (unless previously submitted) by the Decision Date. Your nomination for membership to the committee will only be accepted if I am satisfied you are eligible to be a member in accordance with Rule 17.4 of the Insolvency (England and Wales) Rules 2016.

If your debt is treated as a small debt (less than £1,000), or you have opted out of receiving notices, you must still provide a proof of debt form (unless previously submitted) if voting on the Proposed Decisions, requesting a physical meeting or nominating a member for the committee.

You may apply to the Court to appeal any decision within 21 days of the Decision Date in accordance with Rule 15.35 of the Insolvency (England and Wales) Rules 2016.



Kerry Bailey
Joint Administrator and Convener

Date: 9 December 2021

Contact: Teddy Blankson
Business Restructuring, BDO LLP, 5 Temple Square, Temple Street, Liverpool, L2 5RH
Tel: +44 (0)151 237 4421
Email: BRCMTNorthandScotland@bdo.co.uk
Reference: 00408536

APPENDIX I

VOTING FORM

Push Dr Limited - In Administration ('the Company')
 In the High Court of Justice, Business and Property Courts in Manchester
 Company registration number: 08624572
 Decision Date: 30 December 2021

Name of Creditor

Address

Email

PROPOSED DECISIONS - I WISH TO VOTE AS INDICATED BELOW:

***Delete as applicable**

That a creditors' committee be established if sufficient creditors are willing to be members.

For / Against*

That the Joint Administrators be authorised to draw category 2 disbursements based on the mileage scale approved by HMRC, being 45p per mile unless otherwise disclosed to creditors, as an expense of the Administration.

For / Against*

That the unpaid pre-Administration costs totalling £165,586.40 be approved for payment as an expense of the Administration.

For / Against*

COMPLETE THIS SECTION ONLY IF YOU ARE SEEKING A CREDITORS' COMMITTEE BE ESTABLISHED AND CONSENT TO BE A MEMBER OF THE COMMITTEE.

***Delete as applicable**

I consent to being a member of the creditors' committee.

Yes / No*

I wish to nominate _____ ** (insert name) to act as my representative.

***A body corporate may be a member of a committee, but it cannot act otherwise by a representative*

Signature

Name (BLOCK CAPITALS)

Authority

Dated

Please complete and return this form together with a proof of debt form (unless previously submitted) to Teddy Blankson, Business Restructuring, BDO LLP, 5 Temple Square, Temple Street, Liverpool, L2 5RH or by email to BRCMTNorthandScotland@bdo.co.uk to be received no later than the Decision Date.

Notes:

A committee member may not be represented by:

- Another member of the committee
- A person who is at the same time representing another committee member
- A body corporate
- An undischarged bankrupt
- A person whose estate has been sequestrated and who has not been discharged
- A person to whom a moratorium period under a debt relief order applies
- A person who is subject to a company directors' disqualification order or a company directors' disqualification undertaking
- A person who is subject to a bankruptcy restrictions order (including an interim order), a bankruptcy restrictions undertaking, a debt relief restrictions order (including an interim order) or a debt relief restrictions undertaking.

Please also note that the Joint Administrators cannot act as a committee member's representative.

A creditors' committee must have at least three members and no more than five members.

APPENDIX J

SIP 16 DISCLOSURE

Appendix J sets out further information in relation to the sale of the business and certain assets as required under Statement of Insolvency Practice 16. It should be read in conjunction with the contents of the body of the Joint Administrators' proposals.

Marketing

BDO was instructed, on 23 October 2021, to identify investors or seek an acquirer for the shares or business and assets.

The Company was advised that any marketing of the business and assets of the Company should conform to the Marketing Essentials set out in the Statement of Insolvency Practice 16 - Pre-packaged sales in Administrations.

A list of potential purchasers was compiled by BDO, with recommendations by the Company's Management taken into account. This list comprised of two main categories:

- i. Financial buyers, with a known interest in the sector, including turnaround private equity houses who specialise in accelerated M&A situations; and
- ii. Trade buyers, representing certain companies that operated in the telehealth or associated sectors, who were likely to be interested in the opportunity.

The AMA process was launched to an initial buyer pool (27 financial parties and 18 trade parties) on 27 October 2021. A second round of buyers were contacted on 3 November 2021 (51 financial and 20 trade parties).

Each party was sent a teaser and invited to sign a Non-Disclosure Agreement ("NDA"). Indicative offers were sought by 12 November 2021.

In the absence of certain key receipts, including R&D tax credits, the Company's forecast indicated that it had insufficient cash to fund trading in December 2021. At the date of appointment, the R&D tax credits had not been received. As such, an indicative offer deadline was set to allow sufficient time to allow any interest to be progressed.

No offers were received by the indicative offer deadline.

During the sales process a further 25 parties approached either BDO or the Company directly regarding the sale process. These parties were included in the process and their interest explored.

A total of 44 parties (19 trade and 25 financial) signed NDAs and gained access to a data-room which contained further information about the Company and its business.

Press articles, identifying that BDO was undertaking a sales process, appeared in the Telegraph Newspaper on 30 October 2021 and on the pulsetoday.co.uk website on 9 November 2021.

The Company's shares and business was also advertised for sale on a confidential basis on the website www.uk.businessesforsale.com, which is a well-known sales forum for businesses for sale. The advert was placed on 15 November 2021, although the 5 additional parties that contacted BDO via this advert did not progress their initial interest.

Following the expiration of the indicative offer deadline we continued to explore interest with 17 parties, with a view to receiving offers at the earliest opportunity. The Purchaser submitted an initial offer on the evening of 16 November 2021 to purchase the business and assets of the Company out of Administration. On 26 November 2021, following further due diligence, a final offer of £200k was submitted to be paid in full on completion.

Another party submitted an offer on 23 November 2021 to purchase the technology and intellectual property. In addition, it was a condition that certain employees transferred as part of the transaction. The consideration was to be paid by the provision of shares in the acquirer. Given the Company was insolvent and the nature of the consideration this offer was not considered viable. The interested party was advised

that shares were not appropriate and invited to submit an alternative method of payment. No alternative proposal was received.

Given no other offers were received and the forecast cash shortfall in December the offer from the Purchaser was progressed.

In parallel with progressing the interest from the Purchaser we remained in discussions with a number of parties regarding their interest, but no other offers were received prior to the Company entering Administration.

The Transaction

A sale of the business and certain assets completed on 3 December 2021 to Square Health Limited ('the Purchaser').

The Purchaser

The Purchaser is not connected to the directors or shareholders of the Company or their associates.

The Company's Directors were not involved in the management, financing, or ownership of the Purchaser, or of any other entity into which any of the assets are transferred.

We are not aware that any Director has provided personal guarantees to any creditor.

We are not aware that any incumbent financier is providing finance to the Purchaser.

Consideration

The consideration of £200k was paid in full on completion.

There are no options, buy-back arrangements or other similar conditions attached to the sale contract. As such, the consideration will not change and no security was obtained, from the Purchaser, in relation to the consideration.

The sale to the Purchaser is not part of a wider transaction.

No security has been granted by the Company and therefore it is not appropriate to consider if the assets are subject to fixed or floating security.

Assets sold

The assets sold to the Purchaser consisted of whatever right, title and interest the Company had in the following:

- the Goodwill;
- the Intellectual Property;
- the IT Systems (subject to the requirement for any Third Party Consent);
- the Business Information;
- the Seller's records
- the benefit (subject to the burden) of the Contracts;
- the Equipment;
- the Fixtures and Fittings (including pods);
- certain Prepayments; and
- the Work in Progress.

The sale also included the transfer of all of the Company's 98 employees to the Purchaser via TUPE on completion.

A licence to occupy the Company's trading property has been provided for a period of less than six months.

Connected party transactions

The Purchaser is not connected to the Company. As such there is no requirement to obtain an evaluator's report on the proposed sale or obtain creditor approval for a sale is within 8 weeks of the Administration.

Valuations

Valuation of certain assets was undertaken by Hilco Appraisal Limited ('Hilco') trading as "Hilco Streambank" and "Hilco Valuation Services Europe".

Hilco has confirmed that it has in place applicable and sufficient professional indemnity insurance.

Hilco has also confirmed that it has not previously acted for the Company or the Purchaser and has no material interest in the assets. Hilco has carried out its work as independent external valuers.

Hilco is a RICS registered firm. Its valuations follow the standards and guidance outlined by RICS.

The Intellectual Property Valuation was conducted under the direction and responsibility of Nat Baldwin LL.B (Honours) Dip. L.P., Managing Director, Hilco Streambank who is in a position to provide an objective and unbiased valuation of intellectual property assets. Nat Baldwin has no material connection or involvement with the subject intellectual property assets or the other parties to the assignment. Nat Baldwin is competent to undertake the assignment given his experience in valuing and disposing of intangible assets particularly in distressed and insolvent scenarios for over 12 years.

Hilco have prepared a valuation of the intellectual property has been undertaken on the following basis:

- **An orderly liquidation** describes the value of a group of assets that could be realised in a liquidation sale, given a reasonable period of time to find a purchaser (or purchasers), with the seller being compelled to sell on an as-is, where-is basis. In an orderly liquidation scenario, it is often the case that the intangible assets will be sold together with other assets including stock, leaseholds and trade fixtures. The assets are often sold in a distressed context either prior to an insolvency event, via a pre-pack sale from insolvency, or from a sale from Administration, where the business as a whole is still trading.
- **A forced sale** describes circumstances where a seller is under compulsion to sell and, as a consequence, a proper marketing period is not possible and buyers may not be able to undertake adequate due diligence. The price that could be obtained in these circumstances will depend upon the nature of the pressure on the seller and the reasons why proper marketing cannot be undertaken. It may also reflect the consequences for the seller of failing to sell within the period available. The assets are often sold in absence of other asset classes (e.g. tangible assets, real estate etc.) as part of a sale from Liquidation or Administration, where certain elements of the business are no longer trading.

The desktop Plant & Machinery & Business Assets Valuation was conducted under the direction and responsibility of Paul Pilling, Director, Hilco Valuation Services Europe who is in a position to provide an objective and unbiased valuation of plant & machinery and business assets. Paul Pilling has no material connection or involvement with the subject assets or the other parties to the assignment. Paul Piling has over 30 years of valuation experience.

A desktop valuation of the Company's tangible assets was undertaken by Hilco using the fixed asset register and undertaking relevant market research. The purpose of the valuation was to provide recommendations of Market Value on both in situ (sold for use at their current location following a 180 day marketing period) and ex situ (sold for removal from their current location following a 90 day marketing period) basis.

The Market Value is based on comparing the subject assets with identical or similar assets for which price information is available, such as a comparison with market transactions in the same, or closely similar, type of asset within an appropriate time horizon.

The Market Value is the estimated amount for which an asset should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.

A summary of the consideration and valuations is shown below.

	Sale price	Basis 1 (e.g. orderly liquidation value for IPR and in situ value for other assets)	Basis 2 (e.g. forced sale value for IPR and ex situ value for other assets)
Intellectual property, including goodwill, business information and IT Systems	100,003	153,000	53,000
Fixtures & fittings (including pods)	19,993	84,355	11,712
Equipment	80,000	149,636	44,446
Sellers records	1	-	-
Customer contracts	1	-	-
Certain prepayments	1	-	-
Work in progress	1	-	-
Total	200,000	386,991	109,158

A valuation of the goodwill, seller's records, employee records and customer records has not been undertaken. However, the market has been tested to arrive at a value and no other offers capable of being completed have been received. In addition, it is anticipated that these assets would have minimal value in the event the Company was to cease to trade.

The sale price totals £200,000, which exceeds the forced sale and ex-situ valuations (basis 2 above), which the Joint Administrators could expect to achieve in that scenario.

Security granted by the Company

The Company has not granted any security to any creditor.

Prior insolvency

The Company has not previously been in an insolvency process, nor have its business and assets been purchased out of an insolvency process in the previous 24 months.

Administrators' prior involvement

BDO were introduced to the Company following a direct approach by the directors to Sarah Applegate in BDO's Bristol office in late September 2021. Given the nature of the enquiry it was referred to Chris Marsden and Kerry Bailey.

BDO had the following engagements prior to the Administration.

Engagement type	Engaging parties	Date of engagement	Fee paid	Fee outstanding
Options, Contingency planning and stakeholder management	The Company	14 October 2021	£18,000	nil
AMA process	The Company and the four largest shareholders	23 October 2021	£103,264	nil

Contingency planning engagement

Our scope considered the options and contingency planning in the event that investment cannot be obtained, or a sale of the shares or business and assets could not be achieved.

A range of options were considered, in particular:

- Moratorium procedure;
- Restructuring plan;
- Company Voluntary Arrangement;
- Administration;
- Liquidation;

As at, 3 December 2021 the Company had cash at bank of approximately £800k. However, the Company had not paid amounts that were due for payment in November. In particular it had not paid PAYE relating to the October payroll, due in November, of £189k. In addition, the Company had not paid its normal creditor payments at the end of November of approximately £500k. These included critical creditors, such as GP locum and IT suppliers. The Company had a cash requirement of approximately £750k per month. The Company's forecasts indicated that, in the absence of R&D tax refunds or third-party funding, it would have insufficient cash to fund the costs that would be incurred in December.

Given the cash available and the ongoing cash requirement of the business there were limited options available to the Company.

As such, our work identified that should an investor or purchaser for the business not be found, the most appropriate option would be an Administration, resulting in the cessation of trade and a wind down of the business.

AMA process

BDO were instructed to identify investors or an acquirer for the shares, business and assets.

The AMA process and the outcome is discussed in more detail in the "Marketing section".

Under the terms of this engagement the Joint Administrators advised the Company prior to appointment on the sale of the Company's business and assets, and advised that they have a duty to the creditors as a whole post-appointment.

Throughout our engagement the Company and the Directors obtained their own independent legal advice from Hill Dickinson LLP. The Purchaser was also independently advised.

Consultation with Creditors

The Company issued an unsecured convertible loan note in September 2020 for £10m, under the Future Fund scheme. The amount owed under the convertible loan note represents the Company's largest unsecured creditor. The parties to the convertible loan note are two incumbent shareholder, along with the Future Fund.

The AMA process has been discussed with the Future Fund. The offer from the Purchaser was also discussed with representatives of the Future Fund before the Administration.

Both the incumbent investors have Directors on the Company's Board of Directors of the Company. The offer from the Purchaser has been discussed with the Board.

Therefore, the largest unsecured creditors were aware of the transaction prior to completion.

Achieving the statutory purpose of the Administration

The statutory purpose of an Administration consists of a hierarchy of three objectives, and we now address the progress that has been made in this respect.

- (a) The first objective is rescuing the Company as a going concern (i.e. restructuring the Company's business, resulting in the survival of the Company).

An AMA process had been undertaken and investment or a purchaser for the shares or business and assets had been sought. No offers were received to purchase the shares in the Company or provide additional investment.

- (b) The second objective is to achieve a better result for the Company's creditors as a whole than would be likely if the Company were wound up (without first being in administration).

The Joint Administrators have achieved a sale of the business and assets which has provided additional consideration of £200k for the benefit of creditors. It has also mitigated employee claims estimated at £1m by way of a Transfer of Undertakings (Protection of Employment) Regulations 2006 ('TUPE') of all 98 employees. The second objective is therefore being pursued.

As a result, the sale of the business and certain assets achieved a better result for creditors, as a whole, than if the Company was wound up in the circumstances. In particular, the sales consideration was received, employee claims were mitigated and costs of winding down the Company were not incurred.

- (c) The final objective is realising property in order to make a distribution to one or more secured or preferential creditors. This objective will not be pursued as the second objective is being pursued.

Alternatives to pre-pack sale considered

The Company sought further funding from its existing shareholders. This included the provision of funding to extend the period of marketing. The existing investors advised that they were not in a position to provide additional funding in either the short term or long term.

In the year ended 31 July 2021 the Company achieved a turnover of £2.4m and incurred a loss of £9.1m. By October 2021 Management estimated that they had reduced the cash requirement of the business to approximately £750k per month, largely driven by reducing salary costs.

The Company's forecasts indicated that it had a significant future funding requirement largely driven by salary and other direct costs of trading. These costs were essential in the delivery of the services. In the absence of any further funding or investment it would appear that a Company Voluntary Arrangement would not be viable.

Trading in Administration was considered. However, given the business and assets had already been marketed and an offer received, it was considered that a period of trading during Administration would give rise to a large loss that would reduce the amount available to creditors. In addition, the nature of the business would give rise to significant risk around the provision of medical services. Key service providers, such as locums, had not been paid and may not have provided services to the Company impacting the ability to deliver appointments for patients.

A Creditors' Voluntary Liquidation would have resulted in the Company ceasing to trade prior to or immediately upon the Company entering Liquidation. Given the diverse shareholding it may not have been possible to obtain consent to short notice to convene a meeting of shareholders. As such it may have taken a number of weeks for the Company to enter Liquidation. This may have resulted in a disorderly wind down of the business, impacting the ability to sell the business and/or assets. Therefore, the values achieved may be more in line with the ex-situ valuations, albeit there would also be costs of disposal. Also, in a Liquidation, the employees may have been made redundant giving rise to increased creditor claims, of approximately £1m, diluting the return to other creditors.

