In accordance with Rule 3.38 of the Insolvency (England & Wales) Rules 2016

AM06

Notice of approval of administrator's proposals

Companies House

WEDNESDAY

A7HP86KJ
A27 31/10/2018 #241
COMPANIES HOUSE

1 Company details

Company number	0 9 9 1 1 8 5 4
Company name in full	Malbec Bidco Limited

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

2 Court details

Court name	High Court of Justice, Business and Property Courts, London
Court case number	7 3 5 0 2 0 1 8

3 Administrator's name

Full forename(s)	Matthew David
Surname	Smith

4 Administrator's address

Building name/number	1 New Street Square
Street	
Post town County/	London
Region	
Postcode	E C 4 A 3 H Q
Country	

AM06
Notice of approval of administrator's proposals

5	**Administrator's name** ❶
Full forename(s)	Robert James
Surname	Harding

❶ **Other administrator**
Use this section to tell us about another administrator.

6	**Administrator's address** ❷
Building name/number	1 New Street Square
Street	
Post town County/	London
Region	
Postcode	E C 4 A 3 H Q
Country	

❷ **Other administrator**
Use this section to tell us about another administrator.

7	**Date administrator(s) appointed**
Date	d3 d1 m0 m8 y2 y0 y1 y8

8	**Date statement of proposals delivered to creditors**
Date	d1 d2 m1 m0 y2 y0 y1 y8

9	**Date proposals were deemed to be approved**
Date	d2 d4 m1 m0 y2 y0 y1 y

10	**Sign and date**
Administrator's signature	Signature X X
Signature date	d3 d0 m1 m0 y2 y0 y1 y8

Deloitte.

Malbec Bidco Limited (in administration) ("Bidco" or "the Company")

Court Case No. 7350 of 2018
High Court of Justice
Company Number: 9911854

JOINT ADMINISTRATORS' STATEMENT OF PROPOSALS PURSUANT TO PARAGRAPH 49 OF SCHEDULE B1 OF THE INSOLVENCY ACT 1986 (AS AMENDED) ("the Act")

Registered Office: c/o
Deloitte LLP
Four Brindley Place
Birmingham
B1 2HZ

Matthew David Smith and Robert James Harding ("the Joint Administrators") were appointed Joint Administrators of the Company on 31 August 2018. The affairs, business and property of the Company are managed by the Joint Administrators. The Joint Administrators act as agents of the Company and contract without personal liability. All licensed Insolvency Practitioners of Deloitte LLP ("Deloitte") are licensed in the UK to act as Insolvency Practitioners.

For the purposes of paragraph 100(2) of Schedule B1 of the Act, the Joint Administrators confirm that they are authorised to carry out all functions, duties and powers by either of them jointly and severally.

12 October 2018

Deloitte.

Deloitte LLP
1 New Street Square
London
EC4A 3HQ
Tel: +44 (0) 20 7936 3000
Fax: +44 (0) 20 7583 1198
www.deloitte.co.uk

Malbec Bidco Limited (in administration)

This Statement of Joint Administrators' Proposals ("the Proposals") has been prepared pursuant to paragraph 49 of Schedule B1 of the Act, which requires that we, as the Joint Administrators, provide creditors with details of our proposals to achieve the purpose of the administration.

We do not think that the Company has sufficient property to enable a distribution to be made to unsecured creditors. As such we are not required to ask creditors to approve our proposals unless requested to do so by creditors whose total debts amount to at least 10% of the total debts of the Company.

If you would like to ask us to hold a decision procedure to consider our proposals please complete a Form for Requisitioned Decisions which is available for download from the website set up for the administration at www.Deloitte.com/uk/caugaucho and return it to us by post or email no later than 24 October 2018. Please note that a deposit of £1,000 will be required towards the costs of initiating the decision procedure; such deposit may be refunded as an expense of these proceedings under Rule 15.19(4) Insolvency Rules 2018 ("the Rules"), if so decided by creditors.

In the event that a request for a decision procedure is not received by us within the above deadline, our proposals will be deemed approved 24 October 2018 and a notice to that effect will be filed at Companies House.

We have also included the following information in this report:

- background of the Company;
- the circumstances giving rise to the appointment of the Joint Administrators;
- the progress of the administration to date; and,
- the Joint Administrators' proposals for achieving the objective of the administration (Page 13).

Yours faithfully

For and on behalf of the Company

Joint Administrators

Key messages

Key messages

Joint Administrators of the Company

Matthew David Smith

Robert James Harding

Deloitte LLP

1 New Street Square

London

EC4A 3HQ

Contact details

Email: naheer@deloitte.co.uk

Website:

www.deloitte.com/uk/caugaucho

Tel: 0121 695 5250

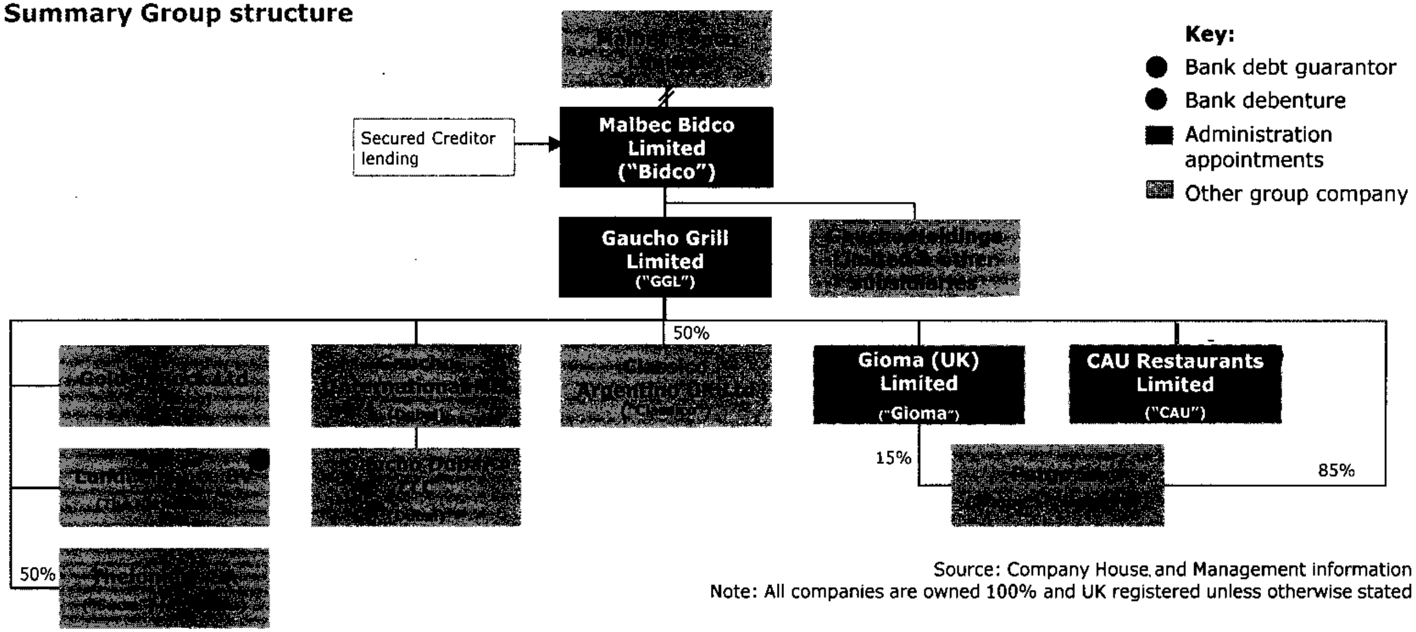
Date proposals delivered to creditors: 12 October 2018

	Commentary
Purpose of the administration	• The purpose of the administration will be to realise property in order to make a distribution to secured creditors.
Joint Administrators' strategy	• Malbec is a non-trading holding company, its principal assets are shares of subsidiaries and intercompany loans. • It is the Joint Administrators' strategy to realise value for these assets as part of a wider sale of the Gaucho restaurant business (which is traded with one of the Company's indirect subsidiaries, Gioma (UK) Limited).
Approval of the proposals	• As there is no prospect of any funds being returned to unsecured creditors, our proposals will be deemed approved by creditors unless a decision procedure is requested under Rule 15.18. Please refer to Page 13 for further details.
Estimated Timescale	• On current information the duration of the administration is not likely to exceed 12 months, following which it is anticipated that the Company will move to dissolution as detailed at Page 15.
Estimated Costs	• We propose to charge our fees on a fixed fee of £100,000; and • We have provided an outline of the work we propose to undertake on Page 21. • We anticipate that disbursements of approximately £631 will be incurred over the duration of the appointment. For further details see Page 22.
Estimated Outcomes	On current information, we anticipate the following outcome for each category of creditor: – Secured creditors – The secured creditors will not be repaid in full. – Preferential creditors – It is unlikely that there will be any distribution to preferential creditors. – Unsecured creditors – It is unlikely that there will be any distribution to unsecured creditors.
Proposals	• Our proposals for managing the business and affairs of the Company can be found on page 13.

Background

Background
The Company /
The Group

Summary Group structure



Source: Company House and Management information
Note: All companies are owned 100% and UK registered unless otherwise stated

Background

Malbec Topco Limited and its subsidiaries (together "the Group") operated Argentinian-themed restaurants across two brands, being Gaucho (16 UK restaurants) and CAU (22 UK restaurants), both of which have been subject to the wider pressures facing the UK Casual Dining sector. The Group operated three international restaurants through subsidiaries, which continue to trade and are not subject to insolvency proceedings. In addition, the Group also holds interest in three joint ventures:

- *Classico* – single fast food restaurant in London, trading ceased on 25 July 2018;
- *Sucre* – single restaurant in Argentina which continues to trade; and
- *Patgo* – owns a vineyard in Argentina.

The Group as set out above was formed in January 2016 when GGL was acquired via Bidco on behalf of funds controlled and managed by Equistone Partners Europe Limited ("Equistone").

The Group's head office is located in Central London.

The Company is a holding company which holds shares in various group companies.

Administrators were appointed over GGL, CAU and Gioma on 19 July 2018. Administrators were appointed over the Company on 31 August 2018.

Employees

The Company had three employees.

Officers of the Company

As at the date of the Joint Administrators' appointment, the directors of the Company were Mr Frank Bandura, Mr Paul Mason and Mr Oliver Meakin, the Company Secretary was Mr Frank Bandura. All three directors were employed by a holding company.

Background

The Company / Group

Security and banking facilities

The Group was financed by a syndicate of lenders ("the Secured Creditors") by way of:

- Two term loans (totalling £47.9m);
- A capital expenditure facility of £1.1m (drawn £1.1m at appointment);
- A £1m overdraft (nil balance at appointment).

In addition, the Group had an interest rate swap with Investec Bank PLC, one of the Secured Creditors, for which it had a liability of £21,539 at appointment.

The total exposure of the Secured Creditors as at the date of appointment, including the swap, was £49.0m.

The Secured Creditors provided funds into the Company, and these were guaranteed by Gaucho, CAU, Gioma and Lundi Finance BV. Debentures were registered in favour of the Secured Creditors in the UK guarantor entities.

At the date of appointment the syndicate was comprised of five lenders, acting through Lloyds Bank PLC as agent. Since our appointment, four of the original lenders have sold their debt so that the syndicate is now comprised of two lenders: Investec Bank PLC and SC Lowy Primary Investments, Ltd.

Background
Summary financials

Bidco Summary profit and loss account

	Management Accounts for 12 months to 31-Dec-17	Statutory Accounts for 12 months to 31-Dec-16
Turnover	312,289	-
Administrative expenses	(435,575)	(58,426)
Gross Profit	**(123,286)**	**(58,426)**
Gross Margin %	(39)	-
Interest & other expenses	(26,470,617)	(22,697,393)
EBITDA	**(26,593,903)**	**(22,755,819)**

Bidco Summary balance sheet

£	Management Accounts for 12 months to 31-Dec-17	Statutory Accounts for 12 months to 31-Dec-16
Investments	251,178,550	251,178,550
Intangible assets	-	-
Fixed assets	**251,178,550**	**251,178,550**
Debtors	4,235,233	4,580,417
Current Assets	**4,235,233**	**4,580,417**
Creditors: Falling due withing one year	(257,702,211)	(227,659,463)
Creditors: Falling due after more than one year	(46,990,815)	(50,784,843)
Total Liabilities	**(304,693,026)**	**(278,444,306)**
Net Assets	**(49,279,243)**	**(22,685,339)**

Overview of financial information

Extracts from the audited Company accounts for the 12 months to 31 December 2016, and management accounts for the 12 months to 31 December 2017 are shown opposite.

Creditors comprise of intercompany loans and amounts due to the secured creditors.

Please note that this information has not been verified by the Joint Administrators or by Deloitte.

Balance sheet commentary

Investments comprise the shareholdings in subsidiaries.

Debtors comprise amounts owed by Gioma.

Background

Joint Administrators' appointment

Circumstances giving rise to the appointment of the Joint Administrators

Reasons for failure & financial distress

The Gaucho brand operated by Gioma has proved successful since the Group was acquired by Equistone, generating EBITDA of £8.0m (17.2% margin) in 2016 and £5.7m (11.6% margin) in 2017. This was in part driven by successful site openings outside of London (Birmingham and Edinburgh).

However the first six months of 2018 were still challenging for the Gaucho brand. Whilst revenue was up 2.2% on 2017, wider cost pressures facing the restaurant sector, including an increase in business rates, rising food prices, and the introduction of the National Living Wage, meant that restaurant EBITDA margin reduced from 28.1% to 21.4%.

In respect of CAU, significant underperformance resulted from a number of factors including high operating costs and wider challenges in the sector in which it operated. As a result, EBITDA generated by the CAU brand fell from £2.9m to £1.7m between 2016 and 2017 despite site numbers remaining constant at 22. In the first six months of 2018, sales were 17.2% behind the same period in 2017. Due to the ongoing losses in CAU, CAU was unable to pay all of its liabilities as they fell due.

The Company was reliant on the trading of Gioma and CAU to services its debts.

Following Gioma and CAU entering administration on 19 July 2018, the Company was unable to avoid insolvency and the secured creditors appointed Administrators over the Company on 31 August 2018.

Steps taken to remedy/turnaround

In an attempt to stem the losses generated by the CAU, Management developed, with the assistance of restructuring advisors, a Group turnaround plan that would have looked to close the CAU portfolio by way of Company Voluntary Arrangement ("CVA").

The losses generated by CAU were causing the wider Group to become cash constrained, so the decision was taken by Management in May 2018 to launch an accelerated sales process of the Gaucho business, alongside consideration of a CVA to wind down the CAU business.

The Secured Creditors agreed to waive certain covenants in order to allow the Group to implement a full sales process.

A number of offers were received for Gioma as part of this process, but no offers were received for CAU. However, notwithstanding significant interest in Gioma, due to a number of issues raised as part of the due diligence process, including guarantees provided by Gioma in respect of CAU lease liabilities and the added complication of needing to deliver a CVA of CAU alongside a sale of Gaucho, none of the offers presented were capable of being implemented.

Once it became clear that there were no acceptable offers for the Group, the directors of Gioma, CAU and GGL held board meetings on 17 July 2018 to resolve to place those companies into administration.

Background
Joint Administrators' appointment

Involvement of Deloitte pre-appointment

The Secured Creditors approached Deloitte in May 2018 to advise them in relation to the Group, and the following phases of work were undertaken.

Phase 1: Short term cash flow and business plan review (May 2018)

- Review of short term cash flow forecast for the period ending 31 August 2018;
- Review of the Group's business plan; and
- Review of the CAU CVA proposal presented by the Group.

Phase 2: Contingency planning and ad hoc advice (June – July 2018)

- Monitor the sales process being run by the Group's advisors;
- Contingency planning in the event that a solvent sale or successful CVA of the Company could not be achieved; and
- Ad hoc advice to the Secured Creditors as required.

Phase 3: Administration of Certain Subsidiaries (July - September 2018)

- Appointed as Administrators of Gioma, CAU and GGL on 19 July 2018;
- Continued to trade Gioma
- Ceased trading of CAU immediately post appointment; and
- Implemented CVA to rescue Gioma as going concern

Following the completion of the above phases of work, Matthew David Smith and Robert James Harding of Deloitte were asked to take the appointment as Joint Administrators by the secured creditors of the Company.

Post-appointment

Post-appointment
Purpose

Appointment of the Joint Administrators

Matthew David Smith and Robert James Harding, of Deloitte were appointed Joint Administrators of the Company by Lloyds Plc of 25 Gresham Street, London, United Kingdom, EC2V 7HN holder of a qualifying floating charge on 31 August 2018, following the filing of a Notice of Appointment of Joint Administrators.

Purpose of the administration

The Joint Administrators consider it unlikely for the Company to be rescued as a going concern, pursuant to paragraph 3 (1) (a) of Schedule B1 of the Act, and that it is unlikely they will be able to achieve a better result for all creditors as a whole than would be obtained through an immediate liquidation of the Company. Accordingly, the purpose of the administration will be to realise assets in order to make a distribution to secured creditors.

How the affairs and business of the Company have been managed and financed since appointment, and the Joint Administrators' intended strategy if their proposals are approved

Sale of assets

The Joint Administrators of Gioma have continued to trade the business and have run a process to market the Gaucho business for sale.

The Joint Administrators of Gioma launched a Company Voluntary Arrangement ("CVA") on 5 September 2018 in order to compromise certain liabilities, including the guarantees provided in respect of the CAU leases. This CVA was approved on 19 September 2018. It is intended that a sale of the Gaucho business via a sale of the shares of Gioma by the administrators of GGL, will be completed shortly. The intercompany debtors due to the Company from Gioma will be settled as part of this transaction.

Receipts and payment account

There have been no transactions post the administration of the Company and therefore no receipts and payments account has been provided.

Post-appointment

Joint Administrators' proposals

The Joint Administrators' proposals

Our proposals for the administration include:

- continuing to manage the affairs and any remaining assets of the Company and the settlement of all administration expenses;
- assessing the affairs of the Company and reviewing and reporting on the conduct of its directors and, where required, providing assistance to any regulatory authorities with any investigation into the affairs of the Company or its management;
- continuing with enquiries into the conduct of the directors of the Company and continuing to assist any regulatory authorities with any investigation into the affairs of the Company;
- agreement of the claims of any secured, preferential and unsecured creditors against the Company unless we conclude, in our reasonable opinion, that the Company will have no assets available for distribution;
- distributing funds to any secured and preferential creditors and, where applicable, to unsecured creditors under the Prescribed Part as and when their claims are agreed and funds permit, and to make distributions to unsecured creditors, other than out of the Prescribed Part, if the court gives permission following an appropriate application;
- that, following the realisation of assets and resolution of all matters in the administration, and as quickly and efficiently as is reasonably practicable, we will implement the most appropriate exit route to formally conclude the administration; and
- that, if the Company is to be placed into Creditors' Voluntary Liquidation ("CVL"), we (or any person appointed as a replacement office holder) propose to be appointed Joint Liquidators and for the purposes of section 231 of the Act the Joint Liquidators will each be authorised to carry out all functions, duties and powers either jointly or severally.

We will seek specific approval from the secured creditors to fix the basis of and the ability to draw our remuneration and expenses, including pre administration costs and expenses, and to agree the time of our discharge on conclusion of the administration.

Please refer to Appendices A, B and C for further details.

Post-appointment
Outcome for creditors

Estimated outcome for creditors

Secured creditors

The Company's records show the Secured Creditors at the date of our appointment were Investec Bank PLC and SC Lowy Primary Investments Limtied, and were owed a total of £49.0m.

These amounts are secured by way of fixed and floating charges granted on 17 February 2017 by the Company. Based on currently available information, we do not expect there will be sufficient asset realisations to repay all Secured Creditors in full.

Preferential creditors

The Company had three employees on the appointment of the joint administrators. Two of these employees are having their costs of employment met by another group company, whilst the third is no longer employed by the Company.

There are unlikely to be any funds to distribute to preferential creditors.

Unsecured creditors

Based on the statement of affairs, there are six unsecured creditors with claims of £4.0m.

As detailed above, we do not anticipate that there will be sufficient asset realisations to enable a distribution to be made to unsecured creditors.

Prescribed Part

The Prescribed Part is an amount set aside for unsecured creditors from asset realisations that would otherwise be paid to secured creditors under their floating charge, referred to as the net property, as set out under section 176A of the Act. It applies only where the charge was created on or after 15 September 2003.

The Prescribed Part is calculated as a percentage of the net property and is subject to a statutory maximum of £600,000 per company.

As no floating charge realisations are expected the Prescribed Part provisions are unlikely to apply to this case.

Claims process

As there is no prospect of a distribution for unsecured creditors, we do not intend to undertake any work to agree any creditor claims received at this stage, as this work will be performed only once the dividend prospects are certain.

Post-appointment

Extensions & exit routes

Exit routes

In accordance with the provisions of the Act, the administration automatically comes to an end after one year, unless an extension is granted by the court or with consent of the creditors.

There are several possible exit routes from administration. Based on current information, we consider the following exit routes may be appropriate:

- *Dissolution* – If there is no further property which might permit a distribution to the Company's creditors, we may file notice to that effect with the Registrar of Companies and the Company will be dissolved three months later.
- *Compulsory Liquidation ("WUC")* – where there is a possibility, but no certainty, of recoveries being made or matters such as property to disclaim or further enquiry, it may be appropriate to ask the court to end the administration and to make an order to wind up the Company.
- *Creditors' Voluntary Liquidation ("CVL")* - Where a distribution to unsecured creditors will be made, other than by virtue of the Prescribed Part, we may file a notice to that effect with the Registrar of Companies. The administration will cease on the date that notice is registered and the Company will be wound up.

Please note that if the Company is placed into CVL, the Joint Administrators (or any person appointed as a replacement office holder) propose to be appointed as Joint Liquidators. The creditors may nominate a different person to be liquidators provided the nomination is made before the proposals are deemed approved.

- Any creditors' committee appointed in the administration will become a liquidation committee.
- For the purposes of section 231 of the Act the liquidators will each be authorised to carry out all functions, duties and powers either jointly or severally.

Discharge of Joint Administrators' liability

Pursuant to paragraph 98 of Schedule B1 of the Act, the Joint Administrators' discharge of liability in respect of their actions as administrators takes effect at the specific time appointed by either the court, the creditors (either via the creditors' committee or by decision of the creditors) or, in specific circumstances, by the secured (and preferential) creditors.

In this case, we will request approval from the Secured Creditors of the Company for us to be discharged from liability as at the date the Registrar of Companies registers the Joint Administrators' final progress report.

Remuneration and expenses

Remuneration and expenses

Creditors' Guide to Administrators' Remuneration

Basis of Administrators' remuneration

Pursuant to Rule 18.16 of the Insolvency Rules 2016 ("the Rules"), the basis of the Joint Administrators' remuneration may be fixed:

- as a percentage of the value of the property with which the Joint Administrators have to deal;
- by reference to time properly given by the insolvency practitioners and their staff in attending to matters arising in the administration;
- as a set amount; or
- any combination of the above.

There will be no funds available to the unsecured creditors. Therefore, in accordance with Rule 18.18(4) of the Rules and in the absence of a creditors' committee, we will seek to fix the basis of our fees as a set amount of £100,000, with the consent of each secured creditor

Full details of the work anticipated to be performed are provided at Appendix A.

Joint Administrators' Expenses

With the information currently available we do not anticipate there will be any professional fees incurred during the duration of the appointment.

All professional costs will be reviewed and analysed in detail before payment is approved.

Additional information

Investigations

As part of our duties, we are obliged shortly after our appointment to review all of the information available to us and conduct an initial assessment of whether there are any matters that might lead to a recovery for the benefit of creditors. This initial assessment includes enquiries into any potential claims that may be brought against parties either connected to or who have had past dealings with the Company.

In addition, we are required to consider the conduct of the Directors and any person we consider to have acted as a shadow or de facto director in relation to their management of the affairs of the Company and the causes of failure and we will submit a confidential report to the Insolvency Service, a division of the Department for Business, Innovation and Skills. Creditors who wish to draw any matters to our attention should contact us using the contact details given on page 4 as soon as possible.

EU Regulations

As stated in the administration appointment documents, Council Regulation (EU) No 2015/848 applies and these are the main proceedings as defined in Article 3(1) of that regulation.

Third party assets

Should you believe that you own or have a claim regarding items that may have been present at the Company's premises at the date of our appointment please contact us as soon as possible.

Website

In order to facilitate communication, all statutory reports, documents and notices will be posted on to a website which has been set up specifically for the Company. The web address is www.deloitte.com/uk/caugaucho.

All documents will be retained on the website which will remain live until two months after the conclusion of the proceedings. If you require hard copy documents, please contact Narinder Aheer using any of the contact details given on Page 4 and you will be provided, free of charge, with a hard copy of documents posted, either now or in the future, to the website.

Please note that, other than notice of intended dividend, no further notice will be given to you when documents are uploaded to the website. It is thus important that you review the website regularly to check for updates, such as notices of decision procedures or our six monthly reports on progress.

Appendices

Joint Administrators' Estimate of Work to be undertaken – set fee basis

Details of work that the we anticipate will be undertaken and for which a set fee of £100,000 will be charged are provided below:

Statutory Tasks and Administration

- Formulating and implementing an appropriate *strategy*
- Notification of appointments for the Company
- Case set-up – including data capture and entry
- Case Management
- Cashiering – a bank account with monthly bank reconciliations
- Statutory reporting – progress reports, potential extension application, CDDA and a final report
- Specific issues such as data protection, health and safety

Assets

- Ensure that all assets are dealt with and realised
- Ensure that any cash in the Company's pre-appointment bank account is transferred

Creditors

- Receipt and logging of proof of debt forms
- Resolving creditor queries
- Distributions to the secured creditors

Case specific matters

- Complete and file corporation tax returns as required
- File VAT returns as required and receipt of VAT repayments

Disbursements

We estimate that the following disbursements are likely to be incurred in relation to the administration.

Category 1 disbursements

These are payments made by us direct to third parties and for which no approval is required.

Category 1 disbursements

£ (net)	Estimate
Bond	230
Statutory Advertising	101
Postage/Couriers	300
Total disbursements	**631**

Category 2 disbursements

These are costs and expenses initially paid by us and which are not generally made to a third party, for example, reimbursement to staff engaged on the case for their mileage costs. These may also include shared or allocated costs. Specific approval is required before these costs and expenses can to be drawn from the administration estate.

With the information that is currently available we do not anticipate any category 2 disbursements to be drawn from the Company.

Joint Administrators' proposals

Our proposals will be deemed approved on 24 October 2018 unless a creditors' decision procedure is requisitioned in accordance with Rules 15.18 and 15.19 of the Rules 2016.

We will still need to obtain specific approval for the resolutions given below from the secured:

1. Approval that the basis of the Joint Administrators' remuneration shall be a set fee of £100,000, plus VAT.
2. Approval that the Joint Administrators' category 1 disbursements and expenses and category 2 disbursements in respect of mileage and statutory websites as detailed on page 22 be approved and the Joint Administrators be authorised to draw both category 1 and category 2 expenses, (plus VAT where applicable) from the administration estate.
3. Approval that the Joint Administrators be discharged from liability per paragraph 98 of Schedule B1 of the Act immediately upon the registration of the Joint Administrators' final progress report by the Registrar of Companies.

A creditors' committee will not be formed unless we are requested to hold a decision procedure for purposes of forming a creditor's committee; please refer to page 1 of the proposals for details of the procedure in this regard.

Please note that if you wish to form a creditors' committee, you will also be expected to confirm your willingness to serve or be represented on the creditors' committee, including dealing with any business placed before the creditors' committee throughout the period of the administration [and in any follow on liquidation] should a creditors' committee be formed.)

Statement of Affairs

Appendix D

Malbec Bidco Limited

Directors' summary Statement of Affairs

£	Book value	Estimated to realise
Assets subject to fixed charge	-	-
Less: Amounts due to fixed charge holders	(49,377,930)	(49,377,930)
Cash at Bank	2,066,699	2,066,699
Estimated surplus/(deficiency) to fixed charge holders	(47,311,232)	(47,311,232)
Assets subject to floating charge		
Investment in subsidiaries	110,478,550	-
Bank Arrangement fee	2,790,399	-
Intercompany Receivables	1,924,039	-
Estimated total assets available for preferential creditors	115,192,988	-
Preferential creditors		-
Estimated deficiency / surplus to preferential creditors		-
Estimated prescribed part of net property		-
Estimated total assets available for floating charge holders		-
Debt secured by floating charges		(47,311,232)
Estimated deficiency / surplus after floating charges		(47,311,232)
Estimated prescribed part of net property (brought down)		-
Total assets available to unsecured creditors		(47,311,232)
Unsecured non-preferential claims		(257,770,689)
Estimated deficiency / surplus to creditors		(305,081,921)
Called up share capital		(191,981,993)
Estimate deficiency / surplus to members		**(497,063,914)**

Joint Administrators' comments

The Directors' full statement of affairs is available on the website. Please note that in accordance with Rule 3.35(4) of the Insolvency Rules 2016, names and addresses for employees and consumers who have paid deposits or in advance for the supply of goods and services will not be shown.

It should be noted that the £2.1m shown as cash at bank was swept by the Secured creditors under the terms of their guarantee.

The investments in subsidiaries are subject to a fixed charge and not a floating charge.

Inter-company receivables are floating charge however if any funds are received they will be used to defray the costs of administration and are unlikely to give rise to a dividend.

In addition, it should be noted that the table on the website differs to the one included in these proposal, due to a calculation error in the directors statement of affairs published on the website.

In accordance with the standard format of the statement of affairs, no provision has been made for the costs of the administration (including agents', legal and other professionals' fees).

Appendices
Important notice

Important Notice

This document has been prepared by the Joint Administrators solely to comply with their statutory duty under paragraph 49 of Schedule B1 of the Act to lay before creditors a statement of their proposals for achieving the purpose of the administration, and for no *other purpose. It is not suitable to be relied upon by* any other person, or for any other purpose, or in any other context.

This document has not been prepared in contemplation of it being used, and is not suitable to be used, to inform any investment decision in relation to the debt of or any financial interest in the Company.

Any estimated outcomes for creditors included in this document are illustrative only and cannot be relied upon as guidance as to the actual outcomes for creditors.

Any person that chooses to rely on this document for any purpose or in any context other than under paragraph 49 of Schedule B1 of the Act does so at their own risk. To the fullest extent permitted by law, the Joint Administrators do not assume any responsibility and will not accept any liability in respect of these proposals.

The Joint Administrators act as agents of the Company and contract without personal liability. The appointments of the Joint Administrators are personal to them and, to the fullest extent permitted by law, Deloitte LLP does not assume any responsibility and will not accept any liability to any person in respect of this document or the conduct of the administration.

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

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Notice of approval 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	Narinder Aheer
Company name	Deloitte LLP
Address	Four Brindleyplace
	Birmingham
Post town	B1 2HZ
County/Region	
Postcode	
Country	
DX	
Telephone	+44 121 632 6000

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 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