



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

1 Company details

Company number	0	4	1	8	7	0	8	1
Company name in full	Truphone Limited							

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Administrator's name

Full forename(s)	Geoffrey Paul
Surname	Rowley

3 Administrator's address

Building name/number	2nd Floor
Street	110 Cannon Street
Post town	London
County/Region	
Postcode	E C 4 N 6 E U
Country	

4 Administrator's name ①

Full forename(s)	Philip Lewis
Surname	Armstrong

① Other administrator

Use this section to tell us about
another administrator.

5 Administrator's address ②

Building name/number	2nd Floor
Street	110 Cannon Street
Post town	London
County/Region	
Postcode	E C 4 N 6 E U
Country	

② Other administrator

Use this section to tell us about
another administrator.

AM10

Notice of administrator's progress report

6 Period of progress report

From date	^d 2	^d 4	^m 0	^m 1	^y 2	^y 0	^y 2	^y 3
To date	^d 2	^d 3	^m 0	^m 7	^y 2	^y 0	^y 2	^y 3

7 Progress report

☒ I attach a copy of the progress report

8 Sign and date

Administrator's
signature

Signature

X



X

Signature date	^d 2	^d 3	^m 0	^m 8	^y 2	^y 0	^y 2	^y 3
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AM10

Notice of administrator's progress report



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Lauren OConnell**

Company name **FRP Advisory Trading Limited**

Address **2nd Floor**

110 Cannon Street

Post town **London**

County/Region

Postcode **E C 4 N 6 E U**

Country

DX **cp.london@frpadvisory.com**

Telephone **020 3005 4000**



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

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



Important information

All information on this form will appear on the public record.



Where to send

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

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



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

Truphone Limited
(In Administration)
Joint Administrators' Summary of Receipts & Payments

Statement of Affairs £		From 24/01/2023 To 23/07/2023 £	From 24/01/2023 To 23/07/2023 £
	ASSET REALISATIONS		
	Bank Interest Gross	11,585.03	11,585.03
1,823,053.00	Cash at Bank	3,172,781.54	3,172,781.54
	Pre-appointment refunds	1,504.11	1,504.11
		<u>3,185,870.68</u>	<u>3,185,870.68</u>
	COST OF REALISATIONS		
	Administrators' Disbursements	2,549.78	2,549.78
	Administrators' pre-appointment fees	92,212.00	92,212.00
	Administrators' Remuneration	144,840.10	144,840.10
	Bank statement analysis conversion	7,600.00	7,600.00
	Currency transfer	119,668.39	119,668.39
	Insurance of Assets	280.00	280.00
	Legal disbursements - pre-appointmen	3,250.00	3,250.00
	Legal fees - Pre-Administration	82,582.50	82,582.50
	Legal Fees (1)	2,232.00	2,232.00
	Statutory Advertising	92.25	92.25
	Transfer to the Buyer	1,571,098.56	1,571,098.56
		<u>(2,026,405.58)</u>	<u>(2,026,405.58)</u>
	SECONDARY PREFERENTIAL CREDITORS		
(442,710.00)	HMRC	NIL	NIL
		<u>NIL</u>	<u>NIL</u>
	UNSECURED CREDITORS		
(25,966,164.00)	Loan	NIL	NIL
(175,424.00)	Unsecured Creditors	NIL	NIL
		<u>NIL</u>	<u>NIL</u>
	DISTRIBUTIONS		
(2,837.00)	Ordinary Shareholders	NIL	NIL
		<u>NIL</u>	<u>NIL</u>
(24,764,082.00)		<u>1,159,465.10</u>	<u>1,159,465.10</u>
	REPRESENTED BY		
	Current Floating Int Bearing		1,092,438.37
	Vat Recoverable - Floating		67,026.73
			<u>1,159,465.10</u>

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**TRUPHONE LIMITED
(IN ADMINISTRATION) ("THE COMPANY")**

The High Court of Justice No. 000388 of 2023

The Administrators' Progress Report for the period 24 January 2023 – 23 July 2023 pursuant to Rule 18.3 of the Insolvency (England and Wales) Rules 2016

23 August 2023

Contents and abbreviations



Section	Content
1.	Progress of the Administration in the period
2.	Estimated Outcome for the creditors
3.	Administrators’ remuneration, disbursements, expenses and pre-appointment costs
Appendix	Content
A.	Statutory information regarding the Company and the appointment of the Administrators
B.	Form AM10 - formal notice of the progress report
C.	A schedule of work
D.	Details of the Administrators’ time costs and disbursements for the Period
E.	Receipts and payments account for the period
F.	Statement of expenses incurred in the Period

The following abbreviations may be used in this report:

The Administrators	Geoffrey Paul Rowley and Philip Lewis Armstrong of FRP Advisory Trading Limited
APA	Asset and Purchase Agreement
Barclays	Barclays Bank Plc

BEIS	Department for Business, Energy and Industrial Strategy
The Company	Truphone Limited (In Administration)
CVL	Creditors’ Voluntary Liquidation
FCC	Federal Communications Commission
FRP	FRP Advisory Trading Limited
HMRC	HM Revenue & Customs
NDA	Non-Disclosure Agreement
OFSI	Office of Financial Sanctions Implementation
The Period	The reporting period 24 January 2023 – 23 July 2023
The Proposals	The Administrators’ Proposals dated 31 January 2023
The Purchaser	TP Global Operations Limited
QFCH	Qualifying floating charge holder
Revolut	Revolut Bank UAB
SIP	Statement of Insolvency Practice
The Truphone Group	Truphone Limited and its subsidiaries
TUPE	Transfer of Undertakings (Protection of Employment) Regulations 2006

1. Progress of the Administration

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Work undertaken during the Period

I attach at **Appendix C** a schedule of work undertaken during the period together with a summary of work still to be completed.

This report should be read in conjunction with the Administrators' Proposals dated 31 January 2023. Key developments in the Period are summarised below:

Sale of the business and assets

Prior to the Administration, the Administrators undertook an intensive marketing process, which included preparing and issuing a confidential teaser document to a total of 28 parties and setting up a designated data room to store confidential information specific to the Company. This process resulted in twelve interested parties signing NDAs and ten requesting access to the data room to view confidential information relating to the Company.

Following this marketing process, five offers were received from different parties. The Administrators and the Board explored all options available and determined that the Purchaser's offer would result in the best overall outcome.

Immediately on appointment, the Administrators executed a pre-packaged sale of the Company's business and assets to the Purchaser to be paid by deferred consideration. Full details concerning this sale of the business and assets of the Company is detailed in the Proposals.

During the Period, the Administrators, the Purchasers and their solicitors have prepared the necessary documentation to transfer shares held by the Company in other entities within the Truphone Group to the Purchaser. The Administrators arranged for the documentation to be notarised and apostilled where required.

The Administrators have provided the Purchasers with assistance in relation to the novation of the significant volume of the Company's former contracts with both customers and suppliers into the name and control of the Purchaser.

Cash at bank

The Company held various accounts with Barclays and Revolut in different currencies. On appointment, the Administrators contacted the Company's bankers to request that all balances held in the various accounts with their banks were remitted into the corresponding currency estate bank accounts. The Administrators further arranged for all of these accounts to be subsequently frozen.

Due to the nature of the case and the sanctions in place over some of the shareholders which had resulted in significant restrictions over the Company's banking facilities prior to the Administration, extra precautions were introduced by the banks to collect the cash at bank from each account and also to allow the Administrators to make payments. The Administrators have complied with these requirements and produced all documentation required for all banking activity.

The Administrators instructed Barclays and Revolut to remit all future payments into the Administration estate bank accounts. In accordance with the terms of the APA, once amounts were transferred in excess of the cash to be retained by the Administrators (to fulfil their statutory obligations and settle liabilities that remained in the estate), these 'excess' funds were transferred to the Purchaser.

As part of the extra precautions implemented by Barclays, as bankers of the Administration estate bank accounts, the Administrators were instructed to complete a pre-payment form when processing any payments from these accounts. This resulted in a delay in transferring the cash at bank and post appointment receipts to the Purchaser to support the operational costs. The Administrators also continue to liaise with Barclays, Revolut and the Purchaser to ensure all payments are made in accordance with the terms of the OFSI licence provided to fulfil the Administrators' duties in accordance with the Insolvency Act.

1. Progress of the Administration

FRP

These actions have resulted in the following amounts being recovered into the Administration estate and remitted to the Purchaser:

	GBP (£)	EUR (€)	USD (\$)
Cash collected from Barclays and Revolut	3,172,781.54	1,393,996.08	1,487,908.18
Transfers from currency accounts		5,787.00	255,292.58
Transfers to another currency account	(119,668)	(111,688)	
Payments to the Purchaser	(1,571,099)	(1,282,267)	(1,743,069)
Balance retained by Administrators	1,482,014.59	5,828.54	131.74

Other assets

A pre-appointment refund of £1,204.11 from the Royal Mail and a sundry receipt of \$4,165.83 have been received into the respective estate bank accounts.

Debtors

The Company provided the Administrations with a schedule of outstanding balances as at the date of the appointment.

The Administrators wrote to all the relevant parties in relation to the outstanding debtor balances requesting that payment is made into the Purchasers' accounts. The Administrators provided bank and contact details of the Purchaser for all payments and contact moving forward, liaising with them as required to resolve all queries in relation to balances and novation of contracts.

OSFI reporting

The Administrators have provided OSFI with periodic reports pertaining to matters undertaken during the Administration and addressed any further queries raised in accordance with the terms of the APA.

The reporting is required to ensure the Administrators are conducting the Administration in accordance with the OSFI regulations and the licence provided by

Truphone Limited (In Administration)
The Administrators' Progress Report

OSFI in relation to the conduct of the administration. Where amendments or additions to this licence have been required, the Administrators have ensured that such amendments were in place prior to proceeding with that aspect of the administration.

Retained Subsidiaries

Under the terms of the APA, two subsidiaries within the Truphone Group were not included in the sale of business and assets, being Cellnetrix GmbH and Cellnetrix Technology LLP. These entities were excluded from the sale due to their links to Russian activity, with Cellnetrix GmbH being the holding company for Cellnetrix Technology LLP, which was the former operating company undertaking Truphone's business operations in Russia. These operations had ceased following the commencement of the conflict in Ukraine, and the directors had initiated the winding up of Cellnetrix Technology LLP's operations prior to the appointment of the Administrators.

Due to the sanction regulations in place, alongside the aforementioned dialogue and reporting to OSFI, the Administrators have liaised with OSFI over the appropriate mechanism for resolving the position over these entities. In conjunction with this, the Administrators have commenced discussions over the engagement of professional advisors in both Germany and Russia to facilitate the swiftest and most cost-effective approach to closing down all ongoing activities within those entities.

Accordingly, an amendment to the OSFI administration licence was obtained on 8 August 2023 to proceed with the winding up of the operations for both Cellnetrix GmbH and Cellnetrix Technology LLP, as this represents the most cost-effective mechanism within the administration to conclude on the Company's shareholding over those entities and removes any ongoing risk for Truphone in relation to any guarantees over ongoing costs within the entities.

Truphone Inc

Under the terms of the APA, the operations of Truphone Inc (a wholly owned subsidiary of the Company) would transfer to the Purchaser, following the Federal

1. Progress of the Administration

Communications Commission's ("FCC") approval over the transfer of ownership of the Truphone Inc business to the Purchaser. The Administrators have taken all steps required by the Purchaser and the FCC to facilitate this transfer.

Creditors / Customers

Following the transfer of the majority of the business and assets to the Purchaser, the Administrators have received substantial volumes of correspondence from former creditors and customers of the Company. The Administrators have outlined the details of the APA transaction to these parties, redirecting them to the Purchaser where appropriate.

I can confirm that no work has been subcontracted to third parties.

Attached at **Appendix E** is a receipts and payments account detailing both transactions for the period of this report and also cumulatively since my appointment as Administrator. The Company held numerous bank accounts in different currencies. You will note that three separate estate bank accounts were set up to minimise conversion rates when collecting the cash at bank and paying the expenses of the Administration. Payments were also made to the Purchaser in the respective currencies to mitigate any foreign exchange risk.

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

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

Investigations

Part of my duties include carrying out proportionate investigations into what assets the Company has, including any potential claims against directors or other parties, and what recoveries could be made. I have reviewed the Company's books and records and accounting information, requested further information from the directors,

and invited creditors to provide information on any concerns they have regarding the way in which the Company's business has been conducted.

Further details of the conduct of my investigations are set out in the schedule of work attached. I can confirm that no further investigations or actions are required.

Extension to the initial period of appointment

The Administrators have not sought an extension to the initial period of appointment. Based on current information and the deferred consideration agreed with the Purchaser, it is anticipated that an extension will be required. Such an extension will preserve the ongoing rights of the Company to the deferred consideration under the terms of the APA, following an exit event as defined in the APA, as set out in detail within the Administrators' Proposals.

Anticipated exit strategy

It is anticipated that the Administrators will take the necessary steps to move the Company into CVL to pay the distribution to unsecured creditors.

2. Estimated Outcome for the creditors

FRP

The estimated outcome for creditors was set out in the Administrators proposals.

Outcome for the secured creditors

The Company's secured creditor Barclays hold fixed charge security over bank balances for three parties that had been provided bank guarantees prior to the appointment of Administrators. These bank balances ensure the potential exposure under the guarantees is fully cash collateralised.

The terms of the APA state that the Purchaser must arrange for replacement guarantees within 75 days of the transaction being finalised. The Administrators have taken steps to cancel these guarantees following confirmation from the Purchaser that they are no longer required and are liaising with Barclays to effect this and thereby release the associated cash collateral.

Outcome for the preferential creditors

The Company's employees were TUPE'd to the Purchaser on appointment under the terms of the APA. As a result, the Purchaser is liable for any arrears owed to the employees prior to the Administration and therefore there are no known preferential creditors.

The Administrators have corresponded with the Purchaser on all enquiries made by these former employees to resolve their position.

Outcome for the secondary preferential creditors

From 1 December 2020 HMRC ranked as secondary preferential creditor in respect of the following:

- VAT;
- PAYE (including student loan repayments);
- Construction Industry Scheme deductions; and

- Employees' National Insurance contributions.

HMRC have submitted an interim claim of £362,534.49 but are currently calculating their final claim. The Administrators will adjudicate in this claim once it has been finalised.

Outcome for the unsecured creditors

The majority of unsecured creditors, with the exception of the unsecured loans totalling approximately £25m, were transferred to the Purchaser. The unsecured loans were subordinated and remain a liability of the Company.

It is anticipated that the liabilities transferred to the Purchaser will be settled in full and the distribution will be paid by a subsequently appointed Liquidator. As the quantum of any additional consideration nor the costs of the liquidation cannot be estimated at this stage, it is not possible to estimate the level of distribution that may be made. To date, the Administrators have received claims totalling approximately £6.7m, of which £6.1m relate to the unsecured loans which have been subordinated to other unsecured creditors as outlined in the Administrators proposals.

Prescribed Part

The prescribed part is a carve out of funds available to the holder of a floating charge which is set aside for the unsecured creditors in accordance with Section 176A of the Insolvency Act 1986. The prescribed part only applies where the floating charge was created after 15 September 2003 and the net property available to the floating charge holder exceeds £10,000 and the cost of making a distribution to unsecured creditors would not be disproportionate to the benefits.

A prescribed part is not appropriate because there are no holders of floating charges in this case.

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



Administrators’ remuneration

Following circulation of the Administrators’ proposals the creditors passed a resolution that the Administrators’ remuneration should be calculated on a time cost basis. Details of remuneration charged during the period of the report are set out in the statement of expenses attached. To date fees of £144,840.10 excluding VAT have been drawn from the funds available.

A breakdown of our time costs incurred during the period of this report and to date is attached at **Appendix D**. The remuneration anticipated to be recovered by the Administrators based on time costs, is not likely to exceed the sum provided in the fees estimate circulated to creditors with the proposals.

The Administrators are unable to draw fees based on time costs exceeding the total amount set out in the fees estimate without further approval of the creditors. Approval will be sought under separate cover if required.

Administrators’ disbursements

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

Administrators’ expenses

An estimate of the Administrators’ expenses was set out in the Administrators’ proposals. I attach at **Appendix F** a statement of expenses that have been incurred during the period covered by this report. It is currently expected that the expenses incurred or anticipated to be incurred are not likely to exceed the details previously provided however the Company will settle the costs incurred in the subsidiary

companies that were not included in the sale under the APA (as previously described). The Administrators had accounted for accruals of £300,000 for expenses to be incurred during the Administration in the Proposals.

When instructing third parties to provide specialist advice and services, or having the specialist services provided by the firm, the Administrators are obligated to ensure that such advice or work is warranted and that the advice or work contracted reflects the best value and service for the work being undertaken. This is reviewed by the Joint Administrator periodically throughout the duration of the assignment. The specialists chosen may regularly be used by the Administrators and usually have knowledge specific to the insolvency industry and, where relevant, to matters specific to this insolvency appointment.

We have engaged the following agents or professional advisors:

Professional Advisor	Nature of work	Basis of fees
Edwin Coe LLP	Legal advice	Time costs
Cheeswrights LLP	Notary and apostille services	Fixed fees

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

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

FRP

report. There is a time limit of 8 weeks following the receipt of this report for a Court application that the remuneration or expenses are excessive.

Administrators' pre-appointment costs

Prior to the appointment, the Company paid the pre-appointment costs of £846,965.07 and legal fees of £529,132.81. Following the approval of the Proposals, the Administrators settled the remaining pre-appointment costs of £92,212 and pre-appointment legal fees of £85,832.50.

Details of these costs were provided in the Administrators' Proposals.

Appendix A

Statutory Information

FRP

TRUPHONE LIMITED (IN ADMINISTRATION)

COMPANY INFORMATION:

Other trading names:

Company number: 04187081

Registered office: 2nd Floor, 110 Cannon Street London EC4N 6EU

Previous registered office: C/O Edwin Coe LLP, 2 Stone Buildings, Lincoln's Inn, London WC2A 3TH

Business address: 25 Canada Square, Canary Wharf, London E14 5LQ

ADMINISTRATION DETAILS:

Administrators: Geoffrey Paul Rowley & Philip Lewis Armstrong

Address of Administrators: FRP Advisory Trading Limited
2nd Floor, 110 Cannon Street, London EC4N 6EU

Date of appointment of Administrators: 24 January 2023

Court in which administration proceedings were brought: The High Court of Justice

Court reference number: 000388

Appointor details: The Directors

Previous office holders, if any: None

Extensions to the initial period of appointment: None

Date of approval of Administrators' proposals: 19 February 2023

Appendix B


CH Form AM10 Formal Notice of the Progress Report

FRP

In accordance with
Rule 16.6 of the
Insolvency (England &
Wales) Rules 2016.

AM10

Notice of administrator's progress report



Companies House

1

Company details

Company number

04187081

+ Filing in this form
Please complete in 'typewriter' or in
bold black capitals.

Company name in full

Truphone Limited

2

Administrator's name

Full forename(s)

Geoffrey Paul

Surname

Rowley

3

Administrator's address

Building name/number

2nd Floor

Street

110 Cannon Street

Post town

London

County/Region

Postcode

EC4N 6EU

Country

4

Administrator's name

Full forename(s)

Philip Lewis

Surname

Armstrong

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

5

Administrator's address

Building name/number

2nd Floor

Street

110 Cannon Street

Post town

London

County/Region

Postcode

EC4N 6EU

Country

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

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

AM10

Notice of administrator's progress report

6

Period of progress report

From date

240623

To date

270623

7

Progress report

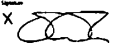
I attach a copy of the progress report

8

Sign and date

Administrator's
signature

X



X

Signature date

240623

Truphone Limited (In Administration)
The Administrators' Progress Report

Appendix C

A schedule of work

FRP

The table below sets out a detailed summary of the work undertaken by the office holders during the reporting period together with an outline of work still to complete.

Where work undertaken results in the realisation of funds (from the sale of assets) there may be a financial benefit to creditors should there be sufficient funds available to make a distribution to one or more class of creditor. In this case work undertaken will include the scrutiny and agreement of creditor claims.

A proportion of the work undertaken by an Insolvency Practitioner is required by statute, including ensuring the appointment is valid, notifications of the appointment to third parties, regular reporting on the progress, notifying statutory bodies where required in relation to the conduct of the directors, complying with relevant legislation and regulatory matters. This may not have a direct financial benefit to creditors but is substantially there to protect creditors and other stakeholders and ensuring they are kept informed of developments.

Note	Category	
1	ADMINISTRATION AND PLANNING Work undertaken during the reporting period	ADMINISTRATION AND PLANNING Future work to be undertaken
	General Matters	General Matters
	Formulating, monitoring and reviewing the strategy for case progression. Obtaining the Company records and relevant information necessary to conduct the Administration.	Continue to monitor the strategy to ensure the Administration progresses and ensure any changes are documented on file.
	Regulatory Requirements	Regulatory Requirements
	Completing the money laundering risk assessment procedures and Know Your Client checks in accordance with the Money Laundering Regulations. Finalising the internal compliance requirements of take on procedures which included consideration of professional and ethical matters and other legislation such as the Bribery Act and Data Protection Act.	Continue to review the regulatory compliance and take any further actions necessary in accordance with the Money Laundering Regulations, Bribery Act and Data Protection Act. Regular reviews of the conduct of the case and the case strategy as required by the Joint Administrators' regulatory professional body to ensure all statutory matters are attended to and to aid case management and progression.

Appendix C

A schedule of work

FRP

	Adhering to internal, regulatory and GDPR protocols, as appropriate.	Continue to adhere to internal, regulatory and GDPR requirements.
	Ethical Requirements	Ethical Requirements
	Prior to my appointment and prior to the period covered by this report a review of ethical issues was undertaken and no ethical threats were identified. During the Review Period, no new threats to compliance with the Code of Ethics have been identified.	Regular reviews of the case to ensure no ethical threats are identified.
	Case Management Requirements	Case Management Requirements
	<p>Determining the case strategy and documenting the same.</p> <p>Setting up estate bank accounts in GBP, EUR and USD currencies.</p> <p>Contacting the Company's pre-appointment bankers to arrange for all accounts held with them to be frozen to prevent any payments from being released. Requesting transfer of all funds held in the pre-appointment accounts.</p> <p>Writing to the directors requesting they complete a statement of affairs. Assisting the directors where needed in producing the Company's statement of affairs. This was signed by one of the Company's directors.</p> <p>Writing to the remaining directors requesting they review the statement of affairs and sign a statement of concurrence to confirm they are in agreement.</p> <p>Setting up case specific folders to be maintained throughout the Administration. Filing all documents and updating the case diary system to ensure all statutory and other matters were settled in a timely manner and in accordance with legislation.</p>	<p>Regular reviews of the conduct of the case and the case strategy and updating as required by the Insolvency Practitioners' regulatory professional body to ensure all statutory matters are attended to and to ensure the case is progressing. This aids efficient case management.</p> <p>Undertake regular reconciliations of the administration estate bank accounts to enable the production of accurate receipts and payments accounts for reporting purposes.</p> <p>Continue to assist the directors in the completion of the Company's statement of affairs and file this at Registrar of Companies once received.</p> <p>Review and maintain the case specific files and case diary management system.</p> <p>Cancelling insurance cover over assets as they are realised to minimise insurance costs.</p>

Appendix C

A schedule of work

FRP

	<p>Creating an account in the internal case management system to store all information specific to the Company including creditor information and tax references.</p> <p>Arranging for insurance on the assets in the estate and liaising with the pre-appointment insurers to ensure cover remains in place for the US entity.</p> <p>Corresponding with the former advisors to the Company requesting third party information to assist with the progression of the Administration.</p> <p>Various meetings with the directors of the Company to ensure the collection and storage / transfer to the Purchaser of all records and to request further information in order to progress the Administration.</p>	
2	<p>ASSET REALISATION Work undertaken during the reporting period</p>	<p>ASSET REALISATION Future work to be undertaken</p>
	<p>On appointment a pre-packaged sale of the assets of the Company was executed. The Purchaser acquired all of the business and assets of the Company except for the shares in the subsidiary companies Cellnetrix Technology LLC and Cellnetrix GmbH.</p> <p>Corresponding with Barclays and Revolut to arrange for the Company's cash at bank and future receipts were remitted into the designated estate bank accounts.</p> <p>Liaising with the Purchaser regarding the cash held in the bank accounts at the date of appointment and any future receipts received. All funds, with the exception of the retained cash, has been remitted to the Purchaser accordance with the terms of the APA.</p>	<p>Instruct agents to provide a full valuation of the Company's remaining assets and to assist with the marketing and sale of these assets.</p> <p>Collection of the deferred consideration payments in line with the APA.</p> <p>Further correspondence with Barclays and Revolut to collect the Company's cash at bank into the estate bank accounts.</p> <p>Liaise with Barclays to resolve and cancel the guarantees held to the benefit of third-party suppliers of the Company, thereby clearing the accompanying cash collateral.</p> <p>Communicate with Barclays and Revolut to arrange for regular reconciliations and sweeps to enable customer payments to be paid on to the Purchaser in line with the</p>

Appendix C

A schedule of work

FRP

	<p>A pre-appointment refund of £1,204.11 and a sundry receipt of 4,165.83 have also been received into the respective estate bank accounts.</p> <p>Liaising with the FCC (US Government agency) and the Purchaser on matters required in relation to Truphone Inc. and the steps required prior to transferring ownership and control to the Purchaser.</p> <p>Liaising with the Purchaser to prepare the necessary documentation to transfer the shares of the Truphone Group to the Purchaser. Arranging for these documents to be notarised and apostilled.</p> <p>Communicate with the Purchaser to understand the position regarding the prospect of receiving the deferred consideration under the APA.</p>	<p>APA.</p> <p>Terminate / Release the Barclays' guarantees and recover the accompanying cash collateral.</p> <p>Further liaison with the Purchaser on matters in relation to the sale including the change of name and transfer of shares, and regarding the potential deferred consideration recovery.</p> <p>Consideration of any VAT bad debt relief claim being made.</p>
3	<p>CREDITORS Work undertaken during the reporting period</p>	<p>CREDITORS Future work to be undertaken</p>
	<p>Liaising with Barclays regarding the appointment of the Administrators and sale of the business.</p> <p>Writing to all known creditors to advise them of the Administrators' appointment and providing details of submitting claims.</p> <p>Lodging and filing all incoming claims into the internal case management system.</p> <p>Responding to queries received by creditors via the telephone and in writing.</p> <p>Arranging for the novation of all contracts sold to the Purchaser under the APA.</p>	<p>Provide regular updates to Barclays on the progression of the Administration.</p> <p>Terminate / Release the Barclays' guarantees and recover the accompanying cash collateral.</p> <p>Continue to review and respond to creditors' queries by phone and written correspondence.</p> <p>Ensure all creditor information is accurately recorded and updated where necessary.</p> <p>Request HMRC's final claims.</p> <p>Lodge all creditor claims in the internal case management system and file in the case specific folder.</p>

Appendix C

A schedule of work

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	<p>Liaising with HMRC to establish their secondary preferential and unsecured claims. They have presented interim claims at this stage and are working to submit their final proof of debt.</p>	<p>Notify creditors of any intended dividend and invite them to prove.</p> <p>Review and adjudicate the claims received from creditors prior to paying a dividend.</p> <p>Upload all future reports and updates to the designated portal for the creditors.</p> <p>Consider whether there are funds available to pay a dividend to creditors that have not been settled in accordance with the terms of the APA (subject to the relevant sanction legislation).</p>
4	INVESTIGATIONS Work undertaken during the reporting period	INVESTIGATIONS Future work to be undertaken
	<p>An IP has a duty to review the books and records and other information available to identify the assets that may be available to realise for the benefit of the insolvency estate.</p> <p>Furthermore, there may be other antecedent or voidable transactions that are identified which if pursued could swell the funds available for the insolvency estate.</p> <p>Requesting all directors of the Company both current and those holding office within three years of the insolvency to complete a questionnaire to assist in preparing the statutory return to the Department for Business and Trade in accordance with the Company Directors Disqualification Act.</p> <p>Contacting the Company's pre-appointment bankers, Barclays and Revolut, and requested copies of bank statements covering the three-year period prior to the Administration.</p>	<p>No further work anticipated.</p>

Appendix C

A schedule of work

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	<p>Liaising with the Company and arranging for collection books and records.</p> <p>Reviewing the Company's books and records in preparation of the report. Reviewing the contents of questionnaires returned by the Company's current and former directors.</p> <p>Reconciling the Company's pre-appointment bank statements to ascertain whether any transactions may require further investigating.</p> <p>Filing the statutory return on the Company and its directors' conduct to the Department for Business and Trade in accordance with the CDDA.</p>	
5	STATUTORY COMPLIANCE AND REPORTING Work undertaken during the reporting period	STATUTORY COMPLIANCE AND REPORTING Future work to be undertaken
	<p>Dealing with all appointment formalities including notifications to creditors and other relevant parties, filings with the Court and the Registrar of Companies.</p> <p>Advertising notice of the office holders' appointment in the London Gazette as required by statute.</p> <p>Carrying out pension searches in respect of the Company.</p> <p>Writing to the pension trustees, Pension Protection Fund and the Pension Regulator regarding the appointment and the transfer of all employees to the Buyer.</p> <p>Issuing letters to directors requesting the completion and submission of the Statement of Affairs and providing guidance in this regard.</p>	<p>Prepare periodic statutory reports on the progression of the case and circulate to all relevant parties.</p> <p>Place legal advertisements as required by statute which may include formal meetings of creditors and notices to submit claims.</p> <p>Provide regular updates on the progression of the Administration to OFSI and BEIS.</p> <p>Prepare post appointment VAT and or other tax returns and submit to HMRC.</p> <p>Arrange for the Company to be de-registered from VAT.</p> <p>Instruct agents to prepare and submit the corporation tax returns for the post appointment period.</p>

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A schedule of work

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<p>Providing updates to OFSI on the appointment of the Administrators and completion of the sale.</p> <p>Compiling a forecast of the work that has been or is anticipated will be undertaken throughout the duration of the case, circulating this to creditors together with other such documentation as required to enable the relevant approving creditors to assess and vote on the fee bases proposed.</p> <p>Preparing and circulating the proposals and the SIP 16 report to all relevant parties.</p> <p>Documenting and notifying creditors of the outcome of the decisions proposed by the Administrators.</p> <p>Preparing the decision procedure documents to be consider by creditors.</p> <p>Filing the change of registered office form at Registrar of Companies.</p> <p>Notifying HMRC of the appointment and that all returns are directed to the Administrators.</p> <p>Arranging and maintaining an insolvency bond to protect the assets available for creditors.</p> <p>Obtaining specific licences as required by OFSI in order to fulfil the statutory obligations as administrators of the Company.</p> <p>Preparing and providing OFSI with regular reports on the update of the Administration.</p>	<p>Record the incoming voting forms received in relation to the decisions detailed in this report.</p> <p>File the outcome of all decision procedures with the Court and Registrar of Companies.</p> <p>Maintain a record and forecast of the work that has been or is anticipated to be undertaken throughout the duration of the administration.</p> <p>File the change of name form at Registrar of Companies following the resolution signed by the shareholders.</p> <p>Maintain the insolvency bond.</p> <p>Calculate and protect the value of assets that are not subject to a charge by obtaining a bond to the correct level.</p> <p>Prepare and issue regular update reports to OFSI regarding the developments of the Administration.</p> <p>Liaise with OFSI in relation to the Administration.</p> <p>Liaise with the Purchaser to process the bond transfer.</p> <p>Prepare a final report and move the Company into CVL to enable a distribution to be paid to all classes of creditors.</p>
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Appendix C

A schedule of work

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	Liaising with OFSI in relation to the Administration.		
6	LEGAL AND LITIGATION Work undertaken during the reporting period	LEGAL AND LITIGATION Future work to be undertaken	
	Obtaining legal advice on the validity of appointment to ensure all required documentation has been properly filed and submitted. In addition, this would include a review of any security documentation to confirm the validity of any charges. Instructing solicitors to assist with the sale procedure and prepare the APA.	Seek further advice from the solicitors where required.	

Appendix D

Details of the Administrators' time costs and disbursements for the period

FRP

Truphone Limited - Post (In Administration)
Time charged for the period 24 January 2023 to 23 July 2023

	Appointment Takers / Partners	Managers / Directors	Other Professional	Junior Professional & Support	Total Hours	Total Cost £	Average Hourly Rate £
-Administration and Planning	26.35	13.40	35.50	15.96	91.21	44,283.10	485.51
A&P - Admin & Planning		1.20			1.20	696.00	580.00
A&P - Strategy and Planning	11.50	1.00	3.80		16.30	10,506.00	644.54
A&P - Case Accounting - General		1.40	0.20	0.83	2.43	1,094.30	450.33
A&P - Case Accounting	1.00	1.80	13.50	10.30	26.60	9,134.00	343.38
A&P - Case Control and Review	6.00	0.60	14.50		21.10	10,197.00	483.27
A&P - Fee and WIP	0.25		2.80		3.05	1,225.00	401.64
A&P - General Administration	6.50	6.10		4.83	17.43	9,603.80	550.99
A&P - Insurance	0.50	1.30	0.70		2.50	1,383.00	553.20
A&P - Media	0.60				0.60	444.00	740.00
-Asset Realisation	47.05	47.30	40.80	14.15	149.30	80,662.50	540.27
ROA - Asset Realisation	8.70	6.70	0.20	4.15	19.75	11,269.50	570.61
ROA - Debt Collection			18.60		18.60	6,882.00	370.00
ROA - Sale of Business	22.65	40.60	22.00	10.00	95.25	50,893.00	534.31
ROA - Legal-asset Realisation	14.70				14.70	10,878.00	740.00
Valuation - Advisory	1.00				1.00	740.00	740.00
-Creditors	5.45	6.10	16.80		28.35	13,823.00	487.58
CRE - Employees	1.30				1.30	962.00	740.00
CRE - Unsecured Creditors	0.85	6.10	16.20		23.15	10,197.00	440.48
CRE - TAX/VAT - Pre-appointme	0.20		0.10		0.30	185.00	616.67
CRE - Legal-Creditors	1.95		0.50		1.95	1,443.00	740.00
CRE - Shareholders	1.15				1.65	1,036.00	627.88
-Investigation	1.95		9.90		11.85	5,071.50	427.97
INV - CDDA Enquiries	1.00		7.10		8.10	3,369.00	415.93
INV - IT - Investigations			0.50		0.50	157.50	315.00
London Contentious Team - Funds Tracing			1.70		1.70	608.00	357.65
INV - Investigatory Work	0.25		0.60		0.85	419.00	492.94
INV - Legal - Investigations	0.70				0.70	518.00	740.00
-Statutory Compliance	10.55	44.40	40.80		95.75	48,850.00	510.18
STA - Appointment Formalities		2.10	8.90		11.00	4,517.00	410.64
STA - Bonding/ Statutory Advertising			0.10		0.10	37.00	370.00
STA - Statement of Affairs		1.70	5.20		6.90	2,910.00	421.74
STA - Pensions- Other	0.15		2.10		2.25	888.00	394.67
STA - Statutory Compliance - Gen	8.15	21.10	8.30		37.55	21,496.00	572.46
STA - Tax/VAT - Post appointmer	1.25		0.80		2.05	1,221.00	595.61
STA - Statutory Reporting/ Meetin	1.00	19.50	14.50		35.00	17,448.00	498.51
STA - GDPR Work			0.90		0.90	333.00	370.00
-Trading				0.20	0.20	44.00	220.00
TRA - Trading - General				0.20	0.20	44.00	220.00
Total Hours	91.35	111.20	143.80	30.31	376.66	192,734.10	511.69

Truphone Limited (In Administration)
The Administrators' Progress Report

Appendix D

Details of the Administrators’ time costs and disbursements for the period

Disbursements for the period
24 January 2023 to 23 July 2023

	Value £
– Category 1	
Bonding	800.00
Courier	28.70
Postage	2,555.00
Prof. Services	0.00
Grand Total	3,383.70

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

FRP Charge out rates Grade	From	
	1st May 2022	1st May 2023
Appointment taker / Partner	640-740	675-775
Managers / Directors	480-580	505-610
Other Professional	300-420	315-440
Junior Professional & Support	190-260	200-275

Appendix E

Receipts and payments account for the period

FRP

Truphone Limited (In Administration) Joint Administrators' Summary of Receipts & Payments			
Statement of Affairs £	From 24/01/2023 To 23/07/2023 £	From 24/01/2023 To 23/07/2023 £	
			ASSET REALISATIONS
			Bank Interest Gross
1,823,053.00	11,585.03	11,585.03	Cash at Bank
	3,172,781.54	3,172,781.54	Pre-appointment refunds
	1,504.11	1,504.11	
	3,185,870.68	3,185,870.68	
			COST OF REALISATIONS
			Administrators' Disbursements
	2,549.78	2,549.78	Administrators' pre-appointment fees
	92,212.00	92,212.00	Administrators' Remuneration
	144,840.10	144,840.10	Bank statement analysis conversion
	7,600.00	7,600.00	Currency transfer
	119,668.39	119,668.39	Insurance of Assets
	280.00	280.00	Legal disbursements - pre-appointmen
	3,250.00	3,250.00	Legal fees - Pre-Administration
	82,582.50	82,582.50	Legal Fees (1)
	2,232.00	2,232.00	Statutory Advertising
	92.25	92.25	Transfer to the Buyer
	1,571,098.56	1,571,098.56	
	(2,026,405.58)	(2,026,405.58)	
			SECONDARY PREFERENTIAL CREDITORS
(442,710.00)	NIL	NIL	HMRC
	NIL	NIL	
			UNSECURED CREDITORS
(25,966,164.00)	NIL	NIL	Loan
(175,424.00)	NIL	NIL	Unsecured Creditors
	NIL	NIL	
			DISTRIBUTIONS
(2,837.00)	NIL	NIL	Ordinary Shareholders
	NIL	NIL	
(24,764,082.00)	1,159,465.10	1,159,465.10	
			REPRESENTED BY
			Current Floating Int Bearing
		1,092,438.37	Vat Recoverable - Floating
		67,026.73	
		1,159,465.10	

Truphone Limited (In Administration) Joint Administrators' Summary of Receipts & Payments			
Statement of Affairs €	From 24/01/2023 To 23/07/2023 €	From 24/01/2023 To 23/07/2023 €	
			ASSET REALISATIONS
			Cash at Bank
	1,393,996.08	1,393,996.08	Currency transfer
	5,787.00	5,787.00	
	1,399,783.08	1,399,783.08	
			COST OF REALISATIONS
			Bank Charges - Floating
	39.95	39.95	Currency transfer
	111,687.54	111,687.54	Transfer to the Buyer
	1,164,286.00	1,164,286.00	
	117,981.00	117,981.00	
	(1,393,994.49)	(1,393,994.49)	
	5,788.59	5,788.59	
			REPRESENTED BY
			EURO Account Int Bearing
		5,788.59	
		5,788.59	

Note:

Appendix E

Receipts and payments account for the period

FRP

Truphone Limited (In Administration) Joint Administrators' Summary of Receipts & Payments		
Statement of Affairs USD	From 24/01/2023 To 23/07/2023 USD	From 24/01/2023 To 23/07/2023 USD
ASSET REALISATIONS		
Cash at Bank	1,487,908.18	1,487,908.18
Sundry receipts	4,165.83	4,165.83
Transfer from other currency accounts	255,292.58	255,292.58
	1,747,366.59	1,747,366.59
COST OF REALISATIONS		
Bank Charges - Floating	191.44	191.44
Transfer to the Buyer	1,743,069.02	1,743,069.02
	(1,743,260.46)	(1,743,260.46)
	4,106.13	4,106.13
REPRESENTED BY		
USD Account Int Bearing		4,106.13
		4,106.13

*Note:

Appendix F

Statement of expenses incurred in the Period

FRP

Truphone Limited (in Administration) Statement of expenses for the period ended 23 July 2023	
Expenses	Period to 23 July 2023 £
Office Holders' remuneration (Time costs)	192,734
Office Holders' disbursements	3,384
Bank statement conversion	7,600
Insurance of Assets	280
Notary costs - Cheeswrights LLP	2,232
Statutory Advertising	92
Administrators pre-appointment fees	92,212
Pre-appointment legal fees - Edwin Coe LLP	82,583
Pre-appointment legal disbursements - Edwin Coe LLP	3,250
Total	384,367