

# Notice of appointment of an administrator by holder of qualifying floating charge



(a) This notice is prepared for a company incorporated within England and Wales under the Companies Act 2006 or a previous Companies Act. If the company is incorporated outside the UK or is an unregistered company refer to rule 1.6 for identification requirements. (Rules 3.17(1)(a) and 1.6.)

Name of Company  
HAREWOOD PROPERTIES LIMITED

(a) Company number  
97431 (Jersey) CR-2021-001681

IN THE HIGH COURT OF JUSTICE  
BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES  
  
INSOLVENCY AND COMPANIES LIST (ChD)

For court use only  
Court case number

(aa) (Rule 1.29)

(aa) This notice of appointment is given in accordance with the requirements of rule 3.17 of the Insolvency (England and Wales) Rules 2016 (IR 2016) and paragraph 18 of Schedule B1 to the Insolvency Act 1986 (respectively, Schedule B1 and IA 1986.) References in this notice of appointment to rules and sections are, unless expressly provided otherwise, respectively references to rules of the IR 2016, and to sections of the IA 1986.

(b) Insert name and address of qualifying floating charge holder appointer. (Rule 3.17(1)(b).)

1. (b) GLAS Trust Corporation Limited of 55 Ludgate Hill, Level 1, West, London, England, EC4M 7JW (the appointer) has appointed the following named persons as administrators of the company:

(c) Insert name(s) of person(s) appointed as administrator(s). (Rule 3.17 (1)(d).)

(c) Matthew Boyd Callaghan ([matthew.callaghan@fticonsulting.com](mailto:matthew.callaghan@fticonsulting.com)), Andrew James Johnson ([andrew.j.johnson@fticonsulting.com](mailto:andrew.j.johnson@fticonsulting.com)) and Lisa Jane Rickelton ([lisa.rickelton@fticonsulting.com](mailto:lisa.rickelton@fticonsulting.com)) of FTI Consulting LLP, 200 Aldersgate Street, LONDON, EC1A 4HD

(d) Insert address of administrator(s) (Rule 3.17 (1)(d)).

and notice that this appointment has been made is hereby given.

(e) Delete as applicable in the case of joint administrators. (Rule 3.17(1)(e).)

2. (e) A copy of each administrator's consent to act accompanies this notice.

(f) Give details of the date of the charge, date registered at Companies House and the maximum amount (if any) secured by the charge – otherwise delete as applicable. (Rule 3.17 (1)(g).)

3. (f) The appointer is the holder of a qualifying floating charge that is now enforceable. The qualifying floating charge is dated 13 February 2020 (the appointer also holds a (i) second ranking debenture dated 28 May 2021; and (ii) third ranking debenture dated 2 July 2021).

(g) Select one of the statements set out in the alternative paragraphs in this section of the notice and delete the remainder. (Rule 3.17(1)(h).)

There is no date of registration for the qualifying floating charge, second ranking debenture or third ranking debenture because they are governed by English law and, as such, are not required to be registered on the Jersey Security Interests Register. The company is not registered under the Companies Act 2006 or a previous Companies Act, being incorporated in and under the laws of Jersey, and as such, the charges are not required to be registered at Companies House.

(h)/(hh) Delete as applicable selecting between sub-clauses at (h) or (hh). (Rules 3.17(1)(h) and (i).)

The qualifying floating charge is not limited to a maximum amount.

(j) Delete as applicable and if applicable include details of the proceedings. (Rules 3.17(1)(i) and 1.6.)

4. (g) There is no prior floating charge which satisfies paragraph 14(2) of Schedule B1.

5. The company (j) is not, at the date of this notice, the subject of insolvency proceedings.

6. The company (k) is not an Article 1.2 undertaking (as defined in rule 1.2).

(k) Delete as applicable. An Article 1.2 undertaking is, broadly, one of the following: (a) an insurance undertaking; (b) a credit institution; (c) an investment undertaking providing services involving the holding of funds or securities for third parties; or (d) a collective investment undertaking. (Rules 3.17(1)(j) and 1.2.)

7. The proceedings flowing from the appointment will be COMI proceedings as defined by the Insolvency (England and Wales) Rules 2016 (as amended) and the reasons for so stating are as follows:

(l) Delete as applicable: the wording used will depend on the facts and on whether the changes to the IR 2016 made by the Insolvency (Amendment) (EU Exit) Regulations 2019 apply. (Rule 3.17 (1)(k).)

The company is not incorporated in an EEA state but has its COMI in the UK. The registered office of the company is in Jersey and the company secretary is a Jersey registered entity. The presumption that the company's COMI is in the place of its registered office is displaced as the company's administration is conducted in the UK and that this is so is in the public domain because, *inter alia*, (i) the company's head office, from which it conducts its day-to-day business, is in the UK at 14 Bedford Square London, WC1B 3JA (the "Head Office"); (ii) the company has relocated its tax residency to the UK as at 18 July 2020 and has informed HM Revenue & Customs that it is a UK tax resident; (iii) the current sole director is British and his workplace address is in the UK and the director who he replaced was also British and his workplace address the Head Office (the Jersey-based directors

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(ll) Insert reasons for the statement. (Rules 3.17(1)(k) and 1.7.)

resigned in July 2020); (iv) all bank accounts that the company maintains are held in London; and (v) restructuring discussions with the company's major creditors and their advisers have taken place in England.

The facility agreement, which is governed by English law and states that the company's COMI is either in the United Kingdom or Jersey (clause 19.29), gives the Head Office as the address for notices from the lenders (clause 32.5(a)).

8. (m) This appointment is in accordance with Schedule B1.

9. (n) For the purposes of paragraph 100(2) of Schedule B1 the administrators may exercise any of the powers conferred on them by the IA 1986 jointly or individually.

I JOANNE BROOKS, of GLAS TRUST CORPORATION LIMITED of 55 Ludgate Hill, Level 1, West, London, England, EC4M 7JW and as a director of the appointer do solemnly and sincerely declare that the appointer is entitled to make the appointment under paragraph 14 of Schedule B1 and that the information provided in this notice is, to the best of my knowledge and belief, true,

**AND I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835 AND by video conference in accordance with paragraph 6 of the Temporary Insolvency Practice Direction supporting the Insolvency Practice Direction (in force from 30 June 2021).**

Declared by video conference at: 13:05 15/9/2021

Signed: 

This 15<sup>th</sup> day of September 2021

I AMRITPAL KHOSA, confirm that I was able to see and hear JOANNE BROOKS via video conference when they were signing this declaration and that there were no technological issues with the video conference.

Signature: 

Occupation: A solicitor at MORRISON & FOERSTER (UK) LLP

**Endorsement to be completed by the court**

This notice and the attached documents were filed **16 SEPTEMBER 2021 - 10:01AM**