

TO ALL KNOWN CREDITORS

8 February 2022

Ref: CPD/SEC/LM/D08.12

Lucy McWalters  
Email: [apigroup@uk.ey.com](mailto:apigroup@uk.ey.com)

Dear Sirs

### **API Group Limited (In Creditors' Voluntary Liquidation) ('the Company')**

As you are aware, the Company moved from Administration to Creditors' Voluntary Liquidation on 11 December 2020 and R H Kelly and I were appointed as Joint Liquidators. We were previously appointed as Joint Administrators to the Company on 31 January 2020. As licensed insolvency practitioners, we are bound by the Insolvency Code of Ethics when carrying out all professional work relating to the Liquidation.

#### **Joint Liquidators' annual progress report**

Please be advised that the Joint Liquidators' progress report for the period from 11 December 2020 to 10 December 2021 has been uploaded to the following website [www.ey.com/en\\_uk/ey-api-group-administrations](http://www.ey.com/en_uk/ey-api-group-administrations). If you wish to receive a hard copy of the report, please email Lucy McWalters, or write to me, using the contact details at the top of this letter and a copy will be sent to you.

#### **Invitation to submit an unsecured claim**

We understand that you may be a creditor of the Company in relation to amounts owed by the Company prior to 31 January 2020, which rank as an unsecured claim in the Liquidation.

We therefore invite you to submit a claim in the Liquidation for any amounts owed prior to 31 January 2020 by downloading a hard copy proof of debt form from our website [https://www.ey.com/en\\_uk/ey-api-group-administrations](https://www.ey.com/en_uk/ey-api-group-administrations) and submitting this together with supporting invoices/statements via email to [apigroup@uk.ey.com](mailto:apigroup@uk.ey.com).

If you are unable to submit your claim via email, please send your claim for the attention of Lucy McWalters to the address at the top of this letter.

Please note that, in accordance with Rule 14.3(2) of the Insolvency (England and Wales) Rules 2016, creditors who have proved their debt in the Administration are deemed to have proved their debt in the Liquidation and are therefore not required to submit a new claim.

#### **Liquidation fees and expenses estimate (incurred and likely to be incurred)**

I enclose, for your information, an estimate of the fees expected to be charged and a statement of expenses incurred and likely to be incurred in the Liquidation. Details of time costs and expenses incurred to 10 December 2021 have also been provided.

The Joint Administrators' remuneration was fixed on a time cost basis by a resolution of creditors on 10 April 2020. In accordance with Rule 18.20(4) of the Insolvency (England and Wales) Rules 2016, the

basis of remuneration fixed under Rule 18.18 for the Joint Administrators is treated as having been fixed for the Joint Liquidators.

The fee estimate approved by creditors on 10 April 2020 did not consider work required to be completed in the Liquidation. Accordingly, we intend to seek the decision of creditors by correspondence on the value of the Joint Liquidators' remuneration and the charging of Category 2 expenses in accordance with the attached Liquidation fees and expenses estimate dated 8 February 2022.

I enclose formal notice of the decisions to be sought by correspondence on these matters. I should be grateful if you would read the documents carefully and complete the voting and notice of claim form and return them to me at the address given in the notice by the date stated in the notice.

If I seek a decision from creditors at any time when a Liquidation committee has not been formed, I am required to deliver to creditors an invitation to form a Liquidation committee. A formal invitation is attached. I should be grateful if you would read the instructions contained in the document carefully and, if appropriate, return the nomination form duly completed and with consents to act where necessary. If a Liquidation committee is formed, the resolutions on remuneration and Category 2 expenses will be taken by the committee.

### **Notification that future documents will be made available on a website**

I also write to inform you that future documents in the Liquidation, other than those described at the end of this letter, will be made available for viewing and downloading at the following web address [https://www.ey.com/en\\_uk/ey-api-group-administrations](https://www.ey.com/en_uk/ey-api-group-administrations) without any further notification from me.

I will not be obliged to deliver (i.e. send) any such documents to you, unless specifically requested by you.

You may at any time request a hard copy of any or all of the following:

- All documents currently available for viewing on the website
- All future documents which may be made available there

If you do wish to receive a hard copy of the document(s), please email Lucy McWalters, or write to me, using the contact details at the top of this letter and a copy will be sent to you.

The following documents will still be delivered by post:

- Any document for which personal delivery is required
- Any notice of intention to declare a dividend
- Any document which is not delivered generally (e.g. which is not sent to all known creditors or members)

### **Opting out**

Under the provisions of Rule 1.39 of the Insolvency (England and Wales) Rules 2016 (the Rules), creditors have the right to elect to opt out of receiving some further documents relating to the Liquidation.

Please note that, if you do elect to opt out, you will still receive the following documents:

- Any which the Insolvency Act requires to be delivered without expressly excluding opted-out creditors;

- Notice relating to a change in the Liquidators, or their contact details;
- Notice of dividend or proposed dividend; or
- A notice which the court orders to be sent to all creditors, or all creditors of the particular category to which you belong.

Any election to opt-out will not affect your entitlement to receive dividends, if any are paid.

Unless the Rules provide to the contrary, opting-out will not affect your rights to vote in a decision procedure or participate in a deemed consent procedure, although you would not receive notice of such procedures.

Any opted-out creditors will be treated as opted out in respect of any consecutive insolvency procedure which might follow the Liquidation.

You may opt-out by delivering an authenticated (e.g. signed) and dated notice to me stating that you are electing to be an opted-out creditor in relation to this Liquidation. You may at any time revoke this election by delivering to me an authenticated and dated notice stating that you no longer wish to be an opted-out creditor.

### **Other matters**

Should you have any queries with any of the matters outlined above or any other aspect of the Liquidation, please send an email to [apigroup@uk.ey.com](mailto:apigroup@uk.ey.com).

Yours faithfully  
For the Company



C P Dempster  
Joint Liquidator

Enc:      Liquidation fees and expenses estimate – 8 February 2022  
            Notice to creditors of decision procedure re fees and expenses estimate  
            Voting form  
            Notice of claim for voting purposes  
            Notice to form a Liquidation committee and nominations form

C P Dempster and R H Kelly are both licensed in the United Kingdom to act as Insolvency Practitioners by The Institute of Chartered Accountants of Scotland.

The Joint Liquidators may act as data controllers of personal data as defined by the UK General Data Protection Regulation (as incorporated in the Data Protection Act 2018), depending upon the specific processing activities undertaken. Ernst & Young LLP and/or the Company may act as a data processor on the instructions of the Joint Liquidators. Personal data will be kept secure and processed only for matters relating to the Joint Liquidators' appointment. The Office Holder Data Privacy Notice can be found at [www.ey.com/uk/officeholderprivacy](http://www.ey.com/uk/officeholderprivacy).

## API Group Limited (In Creditors' Voluntary Liquidation) ('the Company')

### Estimate of remuneration to be charged and details of estimated expenses ('Liquidation fees and expenses estimate – 8 February 2022')

The Joint Administrators' remuneration was fixed on a time cost basis by a resolution of creditors on 10 April 2020.

In accordance with Rule 18.20(4) of the Insolvency (England and Wales) Rules 2016, the basis of remuneration fixed under Rule 18.18 for the Joint Administrators is treated as having been fixed for the Joint Liquidators.

The fee estimate approved by creditors on 10 April 2020 did not consider work required to be completed in the Liquidation. Accordingly, the Joint Liquidators are seeking approval for their Liquidation remuneration and charging of Category 2 expenses.

In accordance with Rule 18.16(4) of the Insolvency (England and Wales) Rules 2016, they set out below their estimate of remuneration to be charged and details of the expenses they expect to be incurred.

The estimate of remuneration is £36,135 plus VAT and time costs of £20,544 have been incurred to 10 December 2021. Expenses expected to be incurred are £11,075 plus VAT. An explanation of how these figures have been arrived at is set out below and a breakdown of the expected costs is attached on the following pages.

#### Explanation of the work proposed to be undertaken

Work in the Liquidation to date has primarily related to establishing the recoverability of assets due to the Company from overseas entities, preparations to make a distribution to unsecured creditors, reviewing unsecured claims (including potential guarantor claim with regard to API-Stace Limited) and complying with statutory requirements of the Liquidation. Further details of the work undertaken by the Joint Liquidators to date and the work to be undertaken in the future are provided below:

Category of work	Detailed description of work	Work done / in progress / to be performed	Work required by statute or for creditor benefit
Accounting & Administration	<ul style="list-style-type: none"><li>• Opening and closing bank account</li><li>• Dealing with receipts and payments vouchers.</li><li>• Carrying out bank reconciliations.</li></ul>	<ul style="list-style-type: none"><li>• In progress</li><li>• In progress</li><li>• In progress</li></ul>	<ul style="list-style-type: none"><li>• Statute (all items)</li></ul>
Bank & Statutory Reporting	<ul style="list-style-type: none"><li>• Regular reporting to the secured creditor.</li></ul>	<ul style="list-style-type: none"><li>• In progress</li></ul>	<ul style="list-style-type: none"><li>• Statute</li></ul>
Creditors	<ul style="list-style-type: none"><li>• Updating creditor website for delivery of initial and ongoing communications in the Liquidation.</li><li>• Receiving and dealing with creditor enquiries via post, email and telephone.</li><li>• Reviewing and preparing correspondence to creditors.</li><li>• Adjudicating and admitting claims for dividend purposes.</li><li>• Making a distribution to unsecured creditors.</li></ul>	<ul style="list-style-type: none"><li>• In progress</li><li>• In progress</li><li>• In progress</li><li>• In progress</li><li>• To be performed</li></ul>	<ul style="list-style-type: none"><li>• For creditor benefit (all items).</li></ul>
Debtors	<ul style="list-style-type: none"><li>• Collection of the debtor book, negotiations with directors of overseas entities and appointed practitioners of insolvent debtors, where relevant.</li><li>• Monitoring and recording cash receipts</li></ul>	<ul style="list-style-type: none"><li>• In progress</li><li>• In progress</li></ul>	<ul style="list-style-type: none"><li>• For creditor benefit (all items)</li></ul>
Employee Matters	<ul style="list-style-type: none"><li>• Investigating unsecured claim from Pension Protection Fund</li></ul>	<ul style="list-style-type: none"><li>• In progress</li></ul>	<ul style="list-style-type: none"><li>• For creditor benefit</li></ul>

Investigation & CDDA	<ul style="list-style-type: none"> <li>Investigations into the Company's affairs in accordance with Statement of Insolvency Practice 2 "Investigations by Office Holders".</li> </ul>	<ul style="list-style-type: none"> <li>Work done</li> <li>In progress</li> <li>To be performed</li> <li>In progress</li> </ul>	<ul style="list-style-type: none"> <li>Statute</li> <li>Statute</li> <li>Statute (all items)</li> <li>For creditor benefit</li> <li>For creditor benefit</li> </ul>
Legal Issues	<ul style="list-style-type: none"> <li>Dealing with any legal issues which may arise during the course of Liquidation (from a statutory perspective and to protect value in the estate).</li> </ul>	<ul style="list-style-type: none"> <li>In progress</li> </ul>	<ul style="list-style-type: none"> <li>Statute</li> </ul>
Statutory Duties	<ul style="list-style-type: none"> <li>Notification of appointment to relevant parties including filing at the Register of Companies</li> <li>Annual progress reports as required</li> <li>Completion of internal statutory monitoring system.</li> <li>Preparation of formal statutory papers in line with institute policies.</li> <li>Preparation for the closure of the Liquidation.</li> <li>Matters relating to the initial planning and ongoing oversight of the Liquidation strategy, including update meetings to formulate the strategy adopted.</li> </ul>	<ul style="list-style-type: none"> <li>Work done</li> <li>In progress</li> <li>In progress</li> <li>In progress</li> <li>To be performed</li> <li>In progress</li> </ul>	<ul style="list-style-type: none"> <li>Statute (all items)</li> <li>For creditor benefit</li> <li>For creditor benefit</li> </ul>
VAT & Taxation	<ul style="list-style-type: none"> <li>Recovery of outstanding VAT refunds due for the pre-appointment and Administration periods.</li> <li>Submission of VAT returns on a monthly basis.</li> <li>Liaising with HMRC as appropriate.</li> <li>Preparation and submission of outstanding tax returns for the pre-appointment and Administration periods and liaising with HMRC as appropriate.</li> <li>Preparation and submission of tax returns for future Liquidation periods and liaising with HMRC as appropriate to secure tax clearance</li> </ul>	<ul style="list-style-type: none"> <li>Work done</li> <li>In progress</li> <li>In progress</li> <li>Work done</li> <li>In progress</li> </ul>	<ul style="list-style-type: none"> <li>Statute (all items)</li> </ul>

### **Explanation of expenses incurred and anticipated to be incurred**

Statement of Insolvency Practice No.9 defines expenses as any payments from the insolvency estate which are neither an office holder's remuneration nor a distribution to a creditor or member. As noted above, expenses expected to be incurred total £11,075 plus VAT, of which £2,011 has been incurred and £1,036 has been paid to 10 December 2021. A breakdown of the expenses paid is provided in the following pages.

Incurred and forecast expenses include

- Legal fees anticipated to be incurred dealing with any issues which may arise during the course of the Liquidation to protect value in the estate, and providing advice on any creditor claims requiring specific adjudication for the benefit of the estate.
- Costs incurred to comply with statutory requirements such as public notices, corporation tax and bonding (including outstanding costs to be settled from the Administration period).
- Storage costs incurred and anticipated to be incurred to comply with statutory requirements to hold Company records for the period of the Liquidation and following closure of the Liquidation/dissolution.
- Postage and printing costs incurred to comply with statutory requirements to correspond with creditors, Registrar of Companies and HM Revenue & Customs, as appropriate (including outstanding costs to be settled from the Administration period).

- Travel and accommodation expenses incurred during the Administration period which remain outstanding.

### **Exceeding estimates of remuneration and expenses**

Should these estimates be exceeded, an explanation will be provided in the appropriate future progress report. The Joint Liquidators will only draw remuneration in excess of the estimate with the prior agreement of the approving body (in this case the creditors, in the event that no Liquidation committee is formed), in accordance with Rule 18.30 of the Insolvency (England and Wales) Rules 2016. Should the estimated expenses not be required in full by the end of the Liquidation, these funds will be made available for the benefit of the estate.

### **Estimate of return for creditors**

#### *Preferential creditors*

We are not aware of the existence of any preferential creditor claims given that the Company had no employees at the time of the Joint Administrators' appointment.

#### *Non-preferential creditors*

As advised in the Joint Liquidators' progress report, there are sufficient funds available to distribute a dividend to the non-preferential creditors of the Company. Based on asset realisations and claims received to date, we estimate that the value of the dividend will be less than 1p in the £. We are hopeful that we will be in a position to write to all creditors in the next 6 months to provide an update on the estimated dividend and issue a formal notice of intention to declare a first and final dividend.

# API Group Limited (In Creditors' Voluntary Liquidation) ('the Company')

## Fee Estimate to closure of the Liquidation and time costs incurred to 10 December 2021

Type of work	Partner/ Director	Assistant Director/ Manager	Other Senior Professional	Assistants & support staff	Total hours	Time cost (£)	Average Hourly Rate (£)	Total Costs Incurred (£)
Accounting & Administration	-	1.2	4.1	18.3	23.6	6,754	286	5,092
Bank & Statutory Reporting	1.0	1.0	-	2.9	4.9	2,419	494	1,210
Creditors	-	7.9	-	8.4	16.3	7,513	461	3,533
Debtors	-	3.0	-	3.2	6.2	2,855	461	759
Employee Matters	-	0.9	-	4.3	5.2	1,598	307	1,567
Investigation & CDDA	-	1.1	-	0.5	1.6	898	561	859
Legal Issues	-	0.5	-	0.3	0.8	424	530	67
Statutory Duties	1.0	7.5	-	17.9	26.4	10,396	394	5,536
VAT & Taxation	0.2	1.4	-	9.3	10.9	3,278	301	1,922
<b>Total Hours</b>	<b>2.2</b>	<b>24.5</b>	<b>4.1</b>	<b>65.1</b>	<b>95.9</b>		<b>377</b>	
Total Anticipated Fees (£)	2,332	17,518	1,833	14,452		36,135		20,544

## API Group Limited (In Creditors' Voluntary Liquidation) ('the Company')

### Expenses paid to 10 December 2021 and total estimated expenses to the closure of the Liquidation

Type of Expense	Notes	Per Fee estimate dated 8 February 2022	Paid in period to 10 December 2021	Outstanding	Total
<b>Payments made from the estate which are not expenses</b>					
1 & 2					
Legal Fees		5,000	-	5,000	5,000
Statutory costs		500	95	406	500
Storage costs		2,500	693	1,807	2,500
Bank charges and interest		100	2	98	100
Corporation tax		500	247	253	500
<b>Total</b>		<b>8,600</b>	<b>1,036</b>	<b>7,564</b>	<b>8,600</b>
<b>Category 1 expenses</b>					
3	2				
Specific penalty bond	3	800	-	800	800
Travel & accommodation	4	153	-	153	153
<b>Subtotal</b>		<b>953</b>	<b>-</b>	<b>953</b>	<b>953</b>
<b>Category 2 expenses</b>					
5	2				
Printing & postage	5	1,522	-	1,522	1,522
<b>Subtotal</b>		<b>1,522</b>	<b>-</b>	<b>1,522</b>	<b>1,522</b>
<b>Total</b>		<b>11,075</b>	<b>1,036</b>	<b>10,039</b>	<b>11,075</b>

#### Notes

- 1 Statement of Insolvency Practice No.9 defines expenses as any payments from the insolvency estate which are neither an office holder's remuneration nor a distribution to a creditor or member.
- 2 SIP 9 defines expenses as a type of expense which is met by, and reimbursed to, an office holder in connection with an insolvency appointment. Expenses fall into two categories: Category 1 and Category 2.
  - Category 1 expenses are payments to independent third parties where there is specific expenditure directly referable to the appointment.
  - Category 2 expenses are payments which are directly referable to the appointment but not a payment to an independent third party. They may include shared and allocated costs.
- 3 Of the £800 of specific penalty bond expenses outstanding, £480 relates to expenses incurred but not paid in the Administration period.
- 4 £153 of travel & accommodation costs outstanding relate to expenses incurred but not paid in the Administration period.
- 5 Of the £1,522 of printing & postage category 2 expenses outstanding, £21.68 relates to expenses incurred but not requested or paid in the Administration period.

## Notice to creditors of decision procedure

**Rules 6.7(5), 18.20 and 15.8 of the Insolvency (England and Wales) Rules 2016**

### API Group Limited (In Creditors' Voluntary Liquidation)

Other trading name(s) or style(s) of the company: API Group Limited

Any other registered name in the 12 months prior  
to Liquidation: None

Registered number: 00169249

Registered office address: c/o Ernst & Young LLP, 2 St. Peter's Square,  
Manchester, M2 3EY

Principal trading address (if different from above): n/a

Date of commencement of insolvency: 31 January 2020

Date of resolution for winding up: n/a

Date of appointment of Joint Liquidators: 11 December 2020

#### Details of the Joint Liquidators

Colin Peter Dempster Ernst & Young LLP Atria One 144 Morrison Street Edinburgh EH3 8EX	Robert Hunter Kelly Ernst & Young LLP 1 Bridgewater Place Water Lane Leeds LS11 5QR
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Office holder number: 8908 / 8582

Telephone number: +44 (0) 141 226 9202

Name of alternative person to contact  
about the Liquidation: Lucy McWalters

NOTICE IS HEREBY GIVEN that the Joint Liquidators of the above-named Company are seeking decisions from creditors by correspondence on the following matters, in the event that a Liquidation committee is not formed:

1. That the Joint Liquidators are authorised to draw remuneration in accordance with the Liquidation fees and expenses estimate dated 8 February 2022, noting that, in accordance with Rule 18.20(4) of the Insolvency (England and Wales) Rules 2016, the basis of the remuneration fixed under Rule 18.18 for the Joint Administrators is treated as having been fixed for the Joint Liquidators.
2. That the Joint Liquidators are authorised to draw Category 2 expenses in accordance with the statement of expenses included in the Liquidation fees and expenses estimate dated 8 February 2022.

Creditors wishing to vote on the above matters, including any creditors who have opted out of receiving notices but nonetheless wish to vote, must complete and return the attached voting form and claim form, and return them to me by post or email to be received no later than 11:59pm on 11 March 2022 (**the decision date**). Votes in respect of claim forms received after this time will be disregarded.

Creditors whose debts may be treated as small debts in accordance with Rule 14.31(1) of the Insolvency (England and Wales) Rules 2016 must still deliver a claim form if they wish to vote.

A creditor may apply to Court to appeal a decision on eligibility to vote in the decision procedure. Any appeal must be made no later than 21 days after **the decision date**.

Creditors who meet the thresholds set out in Section 246ZE of the Insolvency Act 1986, namely 10% in value of creditors, 10% in number of creditors or 10 creditors may, within five business days from the date of delivery of this notice, require a physical meeting to be held to consider the matters.



Signed  
Colin Peter Dempster  
Joint Liquidator

Date 8 February 2022

## **API Group Limited (In Creditors' Voluntary Liquidation)**

### **Voting form**

#### **Resolutions**

1. In the event that a Liquidation committee is not formed, that the Joint Liquidators are authorised to draw remuneration in accordance with the Liquidation fees and expenses estimate dated 8 February 2022, noting that, in accordance with Rule 18.20(4) of the Insolvency (England and Wales) Rules 2016, the basis of the remuneration fixed under Rule 18.18 for the Joint Administrators is treated as having been fixed for the Joint Liquidators.

FOR/AGAINST

2. In the event that a Liquidation committee is not formed, to authorise the Joint Liquidators to draw Category 2 expenses in accordance with the statement of expenses included in the Liquidation fees and expenses estimate dated 8 February 2022.

FOR/AGAINST

Signature \_\_\_\_\_

Name of signatory \_\_\_\_\_

On behalf of  
(name of creditor) \_\_\_\_\_

Date \_\_\_\_\_

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**The Insolvency Act 1986 and the Insolvency (England and Wales) Rules 2016**  
**Liquidation Notice of Claim for Voting Purposes**

**API Group Limited (In Creditors' Voluntary Liquidation) ('the Company')**

Date of Administration: 31 January 2020

Date of Liquidation: 11 December 2020

PLEASE NOTE: Once completed, this form will be used ONLY for the purposes of voting in a creditors' decision procedure or a requisitioned physical meeting of creditors. The form will not constitute admission of the claim to rank for dividend in this or any subsequent procedure. For further information see Rules 15.28 to 15.35 of the Insolvency (England and Wales) Rules 2016 and the notes on the second page of this form.

Name of creditor	
Address	
Total amount claimed, including VAT, and after any deductions for payments made post-Liquidation or adjustments for set off or any discounts which would have been available to the Company but for the insolvency proceedings	
State the amount of any uncapitalised interest	
Is the claim preferential or secured?	
If secured, give details of the security, the date on which it was granted and the value you place on the security	
If you have made a retention of title claim against the Company please attach details (see over)	
Please provide details of any document by reference to which the debt can be substantiated	
Signature on behalf of creditor.	
Relationship to the creditor (unless the creditor is an individual signing in person)	
Date	

## **Notes to Liquidation Notice of Claim for Voting Purposes:**

1. Please attach a detailed statement of your account as at the date of the resolution to wind up.
2. If you have claimed retention of title please provide details, including the value of any payments made, or goods returned, to you in respect of your claim.
3. If your claim is preferential (e.g. for wages, holiday pay or certain pension arrears) or secured please give details and attach supporting documentation.
4. VAT bad debt relief may usually be claimed six months after the date of supply.

## **Extracts from the Insolvency (England and Wales) Rules 2016:**

### **15.31 Calculation of voting rights**

- (1) Votes are calculated according to the amount of each creditor's claim— ...
- (c) in a creditors' voluntary winding up, a winding up by the court or a bankruptcy, as set out in the creditor's proof to the extent that it has been admitted;
- (2) A creditor may vote in respect of a debt of an unliquidated or unascertained amount if the convenor or chair decides to put upon it an estimated minimum value for the purpose of entitlement to vote and admits the claim for that purpose.
- (3) ...
- (4) Where a debt is wholly secured its value for voting purposes is nil.
- (5) Where a debt is partly secured its value for voting purposes is the value of the unsecured part.
- (6) ...
- (7) No vote may be cast in respect of a claim more than once on any resolution put to the meeting; and for this purpose (where relevant), the claim of a creditor and of any member State liquidator in relation to the same debt are a single claim.
- (8) A vote cast in a decision procedure which is not a meeting may not be changed.
- (9) Paragraph (7) does not prevent a creditor or member State liquidator from—
  - (a) voting in respect of less than the full value of an entitlement to vote; or
  - (b) casting a vote one way in respect of part of the value of an entitlement and another way in respect of some or all of the balance of that value.

### **15.32 Calculation of voting rights: special cases**

- (1) ...
- (2) ....
- (3) Any voting rights which a creditor might otherwise exercise in respect of a claim in a creditors' voluntary winding up or a winding up by the court of an authorised deposit-taker are reduced by a sum equal to the amount of that claim in relation to which the scheme manager, by virtue of its having delivered a statement under Rule 15.29, is entitled to exercise voting rights.
- (4) ...
- (5) ...
- (6) ...
- (7) ...

## Notice to creditors – invitation to form a Liquidation committee

### Rule 6.19, Insolvency (England and Wales) Rules 2016

Registered name of the company: API Group Limited

Other trading name(s) or style(s) of the company: API Group Limited

Any other registered name in the 12 months  
prior to liquidation: None

Registered number: 00169249

Registered office address: c/o Ernst & Young LLP, 2 St. Peter's Square,  
Manchester, M2 3EY

Principal trading address (if different from above): n/a

Date on which the company entered Liquidation: 11 December 2020

Date of appointment of Joint Liquidators: 11 December 2020

#### Details of the Joint Liquidators

Colin Peter Dempster Ernst & Young LLP Atria One 144 Morrison Street Edinburgh EH3 8EX	Robert Hunter Kelly Ernst & Young LLP 1 Bridgewater Place Water Lane Leeds LS11 5QR
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Office holder number: 8908 / 8582

Telephone number: +44 (0) 141 226 9202

Name of alternative person to contact  
about the Liquidation: Lucy McWalters

## **Invitation to form a Liquidation committee**

Creditors are invited to decide whether a Liquidation committee should be formed if sufficient creditors are willing to be members of the committee. Information on the role of committees can be found at <https://www.r3.org.uk/media/documents/publications/professional/R3-Guide-to-Creditors-Committees.pdf>.

To be validly established, a committee must have at least three and not more than five members, who must have agreed to act.

Should you wish to form a committee, please follow the instructions in the nomination form attached to this notice and return the completed nomination form, with written agreements to act where appropriate, to me c/o Ernst & Young LLP, Atria One, 144 Morrison Street, Edinburgh, EH3 8EX to arrive no later than 11 March 2022. Nominations can only be accepted if I am satisfied as to the creditor's eligibility under Rule 17.4 of the Insolvency (England and Wales) Rules 2016.

Signed  
C P Dempster  
Joint Liquidator

Date

  
\_\_\_\_\_  
8 February 2022

## **API Group Limited (In Creditors' Voluntary Liquidation) ('the Company')**

### **Nominations for Liquidation committee**

You may nominate up to five creditors of the Company. Please note that before a person can act as a member of a Liquidation committee that person must agree to do so.

In the event that more than five valid nominations are received, the five receiving the most votes will be appointed.

When you have completed this form, please return it with the creditor's written agreement to act (unless you are nominating yourself or your own organisation) to C P Dempster at Ernst & Young LLP, Atria One, 144 Morrison Street, Edinburgh, EH3 8EX to arrive no later than the closing date stated on the notice of invitation to form a committee.

I nominate:

(Name of creditor) \_\_\_\_\_ of \_\_\_\_\_

(Address) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(Name of creditor) \_\_\_\_\_ of \_\_\_\_\_

(Address) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(Name of creditor) \_\_\_\_\_ of \_\_\_\_\_

(Address) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(Name of  
creditor) \_\_\_\_\_ of \_\_\_\_\_

(Address) \_\_\_\_\_  
\_\_\_\_\_

(Name of  
creditor) \_\_\_\_\_ of \_\_\_\_\_

(Address) \_\_\_\_\_  
\_\_\_\_\_

to be appointed as (a) member(s) of the Liquidation committee.

Signature \_\_\_\_\_

Name of signatory \_\_\_\_\_

On behalf of  
(name of creditor) \_\_\_\_\_

Date \_\_\_\_\_