

TO ALL KNOWN CREDITORS

18 November 2024

Ref: TRS/TV/TH/BL/LJ/Spatial

[Email: siladministration@uk.ey.com](mailto:siladministration@uk.ey.com)

Dear Sir / Madam

Spatial Initiative Limited (In Administration) ('the Company')

As you will be aware, the Company entered Administration on 23 September 2024 and C G J King, and I were appointed to act as Joint Administrators ('the Administrators').

I now attach a copy of our statement of proposals ('the Proposals') in accordance with paragraph 49 of Schedule B1 to the Insolvency Act 1986.

As the Joint Administrators propose to ask for their remuneration to be fixed on a time cost basis, I also attach, as an appendix to this letter, an estimate of remuneration to be charged ('the Fee Estimate') and details of expenses incurred or likely to be incurred.

We intend to seek approval of the Proposals by deemed consent. We will seek approval for the basis of our remuneration, unpaid pre-administration costs and Category 2 expenses by separate correspondence to the general body of creditors.

I attach, for your attention, formal notice of deemed consent together with an invitation to form a creditors' committee.

In addition, if there are any matters concerning the Company's affairs which you consider may require investigation and consequently should be brought to our attention, please forward the details to me in writing as soon as possible.

Should you have any further questions or wish to discuss any aspect of the Proposals, please contact Laura Jones by email at siladministration@uk.ey.com

Yours faithfully
for the Company



T G Vance
Joint Administrator

Attachments: Administrators' statement of proposals
Fee estimate and details of expenses
Notice of deemed consent
Invitation to form a creditors' committee
Creditors' notice of claim for voting purposes

T G Vance is licensed in the United Kingdom to act as an Insolvency Practitioner by The Institute of Chartered Accountants of Scotland. C G J King is licensed in the United Kingdom to act as an Insolvency Practitioner by The Institute of Chartered Accountants in England and Wales. As Insolvency Practitioners, they are bound by the Insolvency Code of Ethics in carrying out all professional work relating to the appointment

The affairs, business and property of the Company are being managed by the Joint Administrators, T G Vance and C G J King, who act as agents of the Company only and without personal liability.

The Joint Administrators 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 Administrators. Personal data will be kept secure and processed only for matters relating to the Joint Administrators' appointment. The Office Holder Data Privacy Notice can be found at www.ey.com/uk/officeholderprivacy.

Joint Administrators' Statement of Proposals

**Spatial Initiative Limited
(In Administration)**

Joint Administrators'
Statement of Proposals

Pursuant to paragraph 49 of
schedule B1 to the
Insolvency Act 1986

Deemed delivered: 18 November
2024

Joint Administrators' Statement of Proposals

This document, including its appendices, constitutes the Joint Administrators' Statement of Proposals to creditors pursuant to paragraph 49 of Schedule B1 to the Insolvency Act 1986 and Rule 3.35 of the Insolvency (England and Wales) Rules 2016 ('the Proposals').

It provides details of the Joint Administrators' strategy and the proposed future conduct of the Administration.

Abbreviations

The following abbreviations are used in this report:

£[X]m	£[X] million
Aon	Aon Risk Solutions
Cathexis	Investment companies which form a single member family office, including Cathexis UK Holdings Limited
CDDA	Company Directors Disqualification Act 1986
CIS	Construction Industry Scheme
Date of appointment	23 September 2024
DfE	Department for Education
DIO	Defence Infrastructure Organisation
ESUK	Extraspace Solutions (UK) Limited
EY	Ernst & Young LLP
FY[XX]	The financial year ended 31 December 20[XX]
HMRC	HM Revenue and Customs
Hilco	Hilco Appraisal Limited trading as Hilco Valuation Services
Leslie Keats	Francis Pearce Partnership Limited t/a Leslie Keats
MoD	Ministry of Defence
MoJ	Ministry of Justice
Moorcroft	Moorcroft Property Group Limited
PAYE	Pay As You Earn
Pinsent Masons	Pinsent Masons LLP
ROT	Retention of Title
Sanderson Weatherall	Sanderson Weatherall LLP
SIP XX	Statement of Insolvency Practice XX
the Company or SIL	Spatial Initiative Limited
The Companies	SIL and ESUK
the Court	The High Court of Justice Business and Property Courts of England

	and Wales Insolvency and Companies
the directors	Matthew John Raymond Roche Joseph Rinando III
the Group / Kardomagh Group	Kardomagh Holdings Limited Extraspace Holdings Limited ESS Modular (Ireland) Limited Extraspace Solutions Limited Isopod Modular Limited Extraspace Solutions (UK) Limited Spatial Initiative Limited ESS Modular Limited
the ISG Group	ISG Limited and its subsidiaries
the Joint Administrators or the Administrators	Timothy Graham Vance and Charles Graham John King
the Proposals	the Joint Administrators' Statement of Proposals
the Rules	The Insolvency (England & Wales) Rules 2016
the Secured Lender / Cathexis UK Holdings	Cathexis UK Holdings Limited
VAT	Value Added Tax

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1. Introduction, background and circumstances giving rise to the appointment

1.1 Introduction

On 23 September 2024, the Company entered Administration and T G Vance, and C G J King were appointed to act as Joint Administrators. The appointment was made by the Company's directors under the provisions of paragraph 22(2) of Schedule B1 to the Insolvency Act 1986.

Certain statutory information relating to the Company and the appointment of the Joint Administrators is provided at Appendix A.

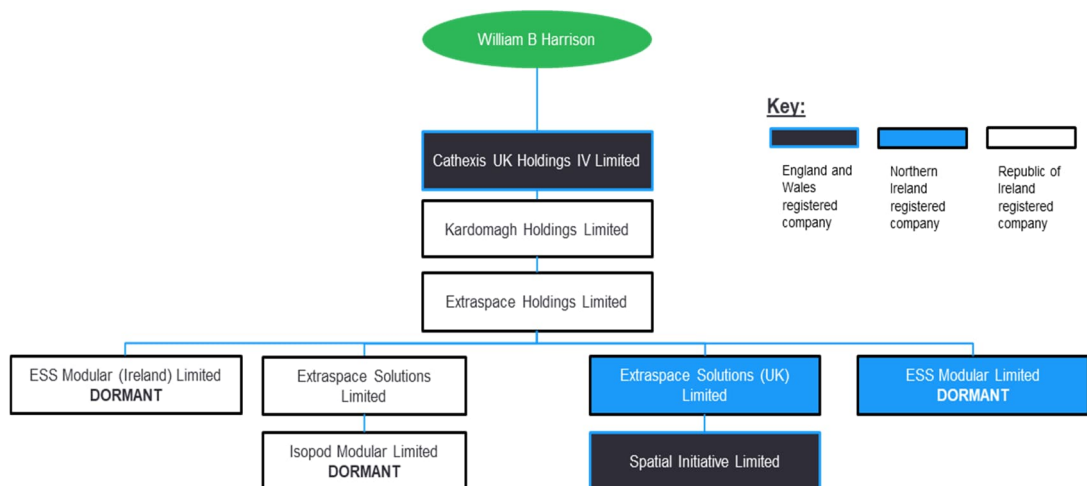
1.2 Background

The Company was incorporated on 27 July 2017 and was (more recently) headquartered in Hull, East Yorkshire. It, along with its immediate parent ESUK (which also entered Administration on 23 September 2024) specialised in the design, manufacture and installation of modular buildings for the healthcare, defence and education sectors.

The Company had no employees and, we understand, primarily relied on seconded staff from the ISG Group and agency workers. There was also support provided by ESUK staff (e.g. for central / back office functions).

The Company is part of the Kardomagh Group of companies which are ultimately owned by Cathexis (a US based investment firm).

A summary group structure is set out below.



At present, only ESUK and SIL have entered insolvency processes and the other companies in the Group continue to be managed by the relevant directors. ESUK is in a separate Administration process which is being managed for the benefit of ESUK's creditors.

At the date of Administration, the Company had one live contract with the DfE where it was principal contractor. This contract was significantly loss making (discussed further below).

It was also 'subcontractor' (via step down contracts) to ESUK on four contracts with the MoJ. These were substantially complete in terms of contract works but had also been significantly loss making.

Both the Company's and ESUK's main trading location was at a site in Hull which comprises freehold and long leasehold industrial premises (together "the Property"). The Company

holds the freehold title to the relevant freehold unit of the Property and is also counterparty to the long-term lease of the other unit. The lease has a remaining term of c.950 years. The Property was acquired as part of a previous transaction in 2023 where SIL acquired the business and assets of an insolvent operator.

From an asset realisation perspective, the marketing and sale of the Property will be the primary matter to carry out in the Administration.

1.3 Financial information

The recent financial results of the Company can be summarised as follows:

Period year or period ended	Type audited/ draft	Turnover £000	Gross profit £000	Gross profit %	Directors' remuneration £000	Net profit after tax £000	Accumulated reserves £000
FY24	Mgt accs	6,828	(1,164)	(17.1)	-	(1,553)	(24,916)
FY23	Mgt accs	28,424	(3,066)	(10.8)	-	(5,290)	(23,363)
FY22	Audited	25,292	(16,877)	(66.7)	178	(18,457)	(18,073)
FY21	Audited	18,105	2,642	14.6	93	542	384
FY20	Audited	27,176	1,903	7	94	259	(158)

Note: FY24 is based on reported results for the 6 months to 30 June 24 before accounting for the release of future loss provisions which the Directors state were taken in preceding periods.

1.4 Circumstances Giving Rise to the Appointment of the Joint Administrators

The insolvency of the Company was ultimately a result of material adverse performance on key contracts. This relates to various contracts issues which range from design and process issues, quality issues, on-site installation issues and supply chain issues including supplier insolvency. These have resulted in project delays and therefore significant incremental costs including (i) additional costs relating to works taking longer (ii) costs of rectification and (iii) liquidated damages.

The most significant loss incurred was on the Company's contract with the DfE where it had been engaged as Principal Contractor to undertake the design and build of a school in Exeter. The Company had encountered significant and prolonged delivery challenges and completion was c.18 months+ overdue at the date of Administration. The reported position on the contract indicated a loss to date of c.£7m with further losses and cash absorption envisaged (a final loss position of c.£10m was forecast).

In addition, combined losses of c.£14m were reported on the four MoJ contracts which were reported in SIL. Whilst ESUK was the main contractor on these projects, SIL was ultimately the party responsible for delivery under a back-to-back subcontract. Suppliers and subcontractors were principally contracted by SIL in respect of these projects.

The cash pressures from the losses over the period had been alleviated by shareholder support to both ESUK and SIL. Shareholder funding of £60m+ had been provided to ESUK and SIL prior to them both entering Administration. Much of the historical shareholder funding to SIL was provided via ESUK who in turn advanced funds to SIL or made payments to suppliers on SIL's behalf.

As part of an exercise to strengthen the balance sheet of both the Company and ESUK (with a view to securing new work), a substantial portion of the shareholder loans were written off across the Group as at the December 2023 balance sheet date. Since then, Cathexis has

provided c.£0.4m of funding directly to SIL and further injections have been provided from ESUK via intercompany loans. ESUK was owed c.£19m at the date of Administration.

Due to the significant cash requirements to complete the Exeter School contract and lack of new work, it was apparent that material further funding would be required to enable the Company to continue to trade. Whilst not fully quantified, provision of this level of funding was dependent on Cathexis achieving a solvent sale of part or all of the ISG Group (a major UK construction business and a separate Cathexis investment).

However, this sale did not proceed and certain entities within the ISG Group entered Administration on 20 September 2024. In addition, Cathexis also communicated that it was unable to provide further funding to SIL and ESUK.

In light of the above liabilities, lack of available funding and new work, the Company's directors resolved to appoint Timothy Vance and Charles King as Joint Administrators of the Company on 23 September 2024, under the provisions of paragraph 22(2) of Schedule B1 to the Insolvency Act 1986.

1.5 Pre-administration costs

Pre-administration costs have been incurred by the Joint Administrators prior to the Company entering Administration.

Please refer to Section 6 of these Proposals for further details.

2. Purpose, conduct and end of Administration

2.1 Purpose of the Administration

The purpose of an Administration is to achieve one of three objectives:

- a. To rescue the Company as a going concern
- b. To achieve a better result for the Company's creditors as a whole than would be likely if the Company were wound up (without first being in Administration)
- c. To realise property in order to make a distribution to one or more secured or preferential creditors

Insolvency legislation provides that objective (a) should be pursued unless it is not reasonably practicable to do so or if objective (b) would achieve a better result for the Company's creditors as a whole. Objective (c) may only be pursued if it is not reasonably practicable to achieve either objective (a) or (b) and can be pursued without unnecessarily harming the interests of the creditors of the Company as a whole.

It is not considered that objective (a) could be achieved given:

- The Company was significantly loss making and profitability could not be achieved in the short / medium term;
- The Company required significant funding to continue to operate and unwind the losses on its contracts which was not available;
- It did not have a pipeline of future work; and
- In our view, there would be no prospect of finding a buyer in light of the above.

As a result, the Joint Administrators have pursued objective (b) (to achieve a better result for the company's creditors as a whole than would be likely if the company were wound up (without first being in Administration)). Objective (b) enables the Joint Administrators to utilise the moratorium to afford protection from creditor action and to provide time to realise value from the Company's asset base and explore options in respect of selling the Property to maximise returns to creditors.

Should it transpire that objective (b) cannot be achieved, the Administrators will pursue objective (c).

The timing of Administration appointments in other entities in the Cathexis portfolio also meant that it was not practical to place the Company into liquidation due to the time delay to implement a liquidation appointment which would have had adversely affected an ability to preserve value. This further supports the benefit of using an Administration process to maximise creditor returns.

2.2 Conduct of the Administration

2.2.1 *Trading / wind down*

Due to the contractual nature of the Company's business and the extent of the ongoing losses, the Administrators concluded that it would not be possible or appropriate to continue trading the business. Accordingly, the Administrators have taken the decision to wind down the affairs of the Company.

Furthermore, the contracts operated by the Company have (following appointment) been terminated due to the Administration, therefore precluding both ongoing trading and an ability to market the business and / or its assets.

The Joint Administrators will focus on realising assets to maximise net recoveries for creditors. Most notably, this relates to a sale of the Property.

Future updates in respect of the asset realisation process will be provided in the Joint Administrators' six-monthly progress reports.

2.2.2 Asset realisations

As set out above, a key objective of the Administration will be to realise value for the Property to make a distribution to creditors.

Realisations from the date of our appointment to 18 November 2024, are set out below in the attached Receipts and Payments account at Appendix C and detailed below.

2.2.3 Freehold / leasehold properties

We have appointed Sanderson Weatherall to assist with the marketing and selling of the Property. They have prior knowledge of the Property and good expertise of selling similar properties.

Formal marketing will shortly (following initial preparatory work) commence but the strategy intends to offer the Property for sale on a private treaty basis offering the units either separately or as a whole.

The planned marketing approach will focus on delivering best value for the Property by circulating it to a wide buyer pool. This is with the intention of attracting interest from both owner occupiers and investors.

It is anticipated that a sale of the Property could take 3-6 months from commencement of the marketing process. We will update creditors of the outcome in subsequent progress reports.

In addition, the Administrators will spend time ensuring the Property is appropriately insured and complies with the relevant Health & Safety and insurance requirements during the Administration period.

2.2.4 Client sites and contract debt realisations

The Company ceased to trade on entering Administration at which point it also ceased to occupy any client sites. Accordingly, we issued communications to clients to advise them of the Administrators' appointment and its implications. This was primarily to ensure clients were making their own arrangements for site security and insurance going forward. The impact of the insolvencies in the ISG Group (which occurred prior to ESUK and SIL) had also triggered steps to be taken by certain clients as certain ISG Group staff were seconded onto SIL projects.

The Administrators are aware that suppliers to the Company may have had belongings at client sites at the date of appointment. Following appointment, we have sought to provide suppliers with relevant client contact details to help facilitate the collection of supplier belongings where possible.

Contract recoveries

Given the contractual nature of the Company's activities, we have appointed Leslie Keats (a QS firm specialising in insolvent situations) to assist with recovering value from the live and completed contracts.

Initial findings from work carried out to date indicate that at the date of Administration, there was c.£0.85m of outstanding (external) contract debt relating to retention balances on contracts.

No recoveries have been generated to date and at this stage, the extent of recoveries remains uncertain. We continue to work through this position by following the provisions of the contracts in the event of insolvency of a contractor. We will continue to work with Leslie Keats over the course of the Administration to try and recover value from the Company's contract base.

2.2.5 Potential claims

In addition to the above, the Company was also pursuing claims against a small number of counterparties in relation to subcontractor underperformance / defects. We understand that it had appointed legal advisers to handle certain of these matters but at this stage we await further information as to the substance and status of the claims.

We will work to assess the position and determine if there is the potential to recover value in the Administration.

2.2.6 Other assets

Other realisable assets relate to:

- **VAT receivable:** The Company has received a VAT refund of £111,564 relating to input VAT for the VAT quarter ending 31 August 2024. This is reported in the receipts and payments account at Appendix C.
- **Cash on appointment:** The Company held cash at bank of £7,541 at appointment. These funds have been transferred into the Administration bank account and are reported in the receipts and payments account.

2.2.7 Tax matters

The Joint Administrators are liaising with EY tax specialists to understand the tax position of the Company and whether there is an ability to realise value in respect of the historical losses e.g. a terminal loss reclaim.

2.3 Joint Administrators' receipts and payments

A summary of the Joint Administrators' receipts and payments for the period from 23 September 2024 to 18 November 2024 is attached at Appendix C.

2.4 Approval of the Joint Administrators' Proposals

Pursuant to Paragraph 51 of Schedule B1 to the Insolvency Act 1986 and Rules 3.38 and 15.7 and 15.8 of the Rules, the Joint Administrators are seeking approval of their Proposals by deemed consent. Further details of the arrangements and any steps to be taken by creditors are given in the formal notice of deemed consent delivered to creditors with these Proposals.

2.5 Invitation to establish a creditors' committee

The Rules require that whenever a decision is sought from creditors, they must also be invited to establish a creditors' committee if a committee is not already in existence. For a committee to be formed, at least three creditors (with a maximum of five creditors) must be willing to serve on the committee and they must give their consent in writing.

The creditors' committee represents the interests of the creditors as a whole, rather than the interests of certain parties or individuals. Its statutory function is to help us to discharge our responsibilities as Joint Administrators. If a creditors' committee is formed, it is for that body to:

- Approve the Joint Administrators' Proposals;
- Fix the Administrators' basis of remuneration as set out in the fee and expense estimate enclosed with the Proposals;

- Authorise the Joint Administrators to draw Category 2 expenses in accordance with the statement of expenses; and
- Approve the payment of unpaid pre-administration costs which were incurred with a view to the Company entering Administration. These are disclosed at Section 6 of the Proposals.

2.6 Future conduct of the Administration

The Joint Administrators will continue to manage the affairs, business and property of the Company to achieve the purpose of the Administration. This will include (but may not be limited to) carrying out the following matters:

- Realising assets of the Company, most notably the sale of the Property;
- Pursuing outstanding value on the Company's contracts;
- Investigating the ability to realise value from certain claims the Company had against third-parties;
- Liaising with the Company's pre-appointment bankers to secure the release of any future receipts received into the pre-appointment bank accounts;
- Taking all such steps as the Joint Administrators deem appropriate to realise value from the Company's residual assets;
- Working to determine the validity of the Secured Lender's security and to determine if there is an entitlement to secure distributions in the Administration;
- Distributing amounts to the preferential creditors of the Company (if applicable);
- Dealing with unsecured creditor queries;
- If applicable in the Administration, reviewing and adjudicating unsecured creditor claims and making a distribution to the unsecured creditors;
- Dealing with client enquiries in respect of live or completed contracts;
- Dealing with corporation tax and VAT matters, which includes filling statutory returns;
- Carrying out investigative procedures, including investigating the conduct of the Company's directors leading up to the Joint Administrators' appointment in accordance with the requirements of the CDDA and SIP 2;
- Ensuring all statutory reporting and compliance obligations are met;
- Finalising the Administration including payment of all Administration expenses and liabilities;
- If the Joint Administrators deem it appropriate, to seek an extension and/or further extensions to the Administration from the Company's creditors and/or the Court;
- If appropriate, take steps to place the Company into Creditors' Voluntary Liquidation; and
- Any other actions required to be undertaken by the Joint Administrators in order to fulfil the purpose of the Administration.

2.7 The end of the Administration

The Administration will end automatically after 12 months. However, if required, the Administrators may seek an extension to the period of the Administration by consent of general body of creditors or by an order of the Court.

It is proposed that the Administration of the Company will end either through dissolution or a subsequent liquidation. To the extent there is a distribution to unsecured creditors which is not limited to the Prescribed Part, it is proposed the Company will move into Creditors' Voluntary Liquidation. However, the Joint Administrators may seek to apply to Court for permission to make distributions to the non-preferential, unsecured creditors of the Company during the Administration, if considered more advantageous for creditors.

Dissolution

It is proposed that if at the end of the Administration the Company has no property which might permit a further distribution to its creditors, the Joint Administrators will send a notice to that effect to the Registrar of Companies. On registration of the notice the Joint Administrators' appointment will come to an end. In accordance with the provisions of paragraph 84(6) of Schedule B1 to the Insolvency Act 1986 the Company will be deemed to be dissolved three months after the registration of the notice.

Creditors' Voluntary Liquidation

It is proposed that if there is a distribution to be made to non-preferential, unsecured creditors which is not limited to the Prescribed Part and the distribution cannot be made in the Administration, at the end of the Administration, the Company will move straight into Creditors' Voluntary Liquidation upon the filing with the Registrar of Companies of a notice pursuant to paragraph 83 of Schedule B1 to the Insolvency Act 1986.

It is proposed that the Joint Liquidators will be Timothy Graham Vance and Charles Graham John King of Ernst & Young LLP and that any act required or authorised under any enactment to be done by the Joint Liquidators may be done by either or both of them.

In accordance with paragraph 83(7)(a) of Schedule B1 to the Insolvency Act 1986 and Rule 3.60(6)(b) of the Rules, creditors may nominate a different person as the proposed Liquidator, provided that the nomination is made after the receipt of these Proposals and before the Proposals are approved. It should be noted in this regard, that a person must be authorised to act as an Insolvency Practitioner in order to be appointed as Liquidator.

3. Statement of Affairs

3.1 Statement of Affairs

The Company's directors have submitted their Statement of Affairs as of 23 September 2024. The Statement of Affairs is attached at Appendix B, including a full list of creditors.

We would comment that a number of the asset values have yet to be determined and may be lower than indicated. Additionally, the values are shown before applicable costs of realisation.

Similarly, a number of creditor claims have yet to be quantified and may be higher than indicated. The figures have been compiled by Company management and have not been subject to independent review or statutory audit.

We provide below, for information, an indication of the current position with regard to creditors' claims. These figures do not include any estimates for contingent claims that may arise as a result of (i) the Company entering Administration or (ii) other entities linked to the Company entering Administration (e.g. the ISG Group or ESUK).

We would highlight that the Statement of Affairs has been prepared by allocating asset realisations as subject to fixed and floating charge security. Should there be limited (or no) secured indebtedness then the assets will be uncharged asset realisations.

3.2 Secured creditors

One of the Cathexis entities, namely Cathexis UK Holdings Limited, was granted debenture (which seeks to grant fixed and floating charges over the Company's assets) security over the Company's assets and legal charges over the Property ("the Security"). The Security was created on 4 April 2024.

In addition, the Company had also provided a guarantee ("the Guarantee") in respect of amounts owed to Cathexis UK Holdings Limited from other companies in the Group. Any amounts owed under the Guarantee also purport to be secured by the Security granted by the Company.

At the date of Administration, Cathexis Holdings LP was listed in the Statement of Affairs as being owed c.£0.4m. This relates to funding provided to the Company on 5 April 2024.

Although funding has been provided after the date of creation of the Security, this has been provided by an entity that is not party to the Security.

The Security does not secure liabilities to any other Cathexis entity (this position is supported with legal advice). Based on the information provided to date, there is no evidence to suggest that any monies are outstanding to Cathexis UK Holdings Limited from either SIL or the wider group (under the Guarantee). On this basis, there are no secured liabilities that benefit from the Security and any amounts owed to other Cathexis entities are anticipated to be unsecured.

The Administrators have obtained legal advice which supports this assessment based on the information available. We will continue to assess this position and advise the relevant parties of our assessment.

Accordingly, the Proposals and associated approval process is based on there being funds available to the general body of creditors which are not limited to the Prescribed Part (see below).

3.3 Primary preferential creditors

The Company had no employees and consequently we estimate primary preferential claims will be nil.

3.4 Secondary preferential creditors

Claims from HMRC, in relation to VAT, PAYE, CIS deductions and employees' National Insurance Contributions rank preferentially, but secondary to the employee primary preferential creditors above. These claims are referred to as 'secondary preferential creditors'.

The Directors' Statement of Affairs estimates that preferential creditors total £10,946 relating to CIS deductions. We anticipate this balance will be paid in full.

No other claims attracting secondary preferential status are detailed in the Statement of Affairs.

3.5 Non-preferential, unsecured creditors

Based on the information provided in the directors' Statement of Affairs, non-preferential unsecured creditors are estimated to be in the region of c.£24m. These include:

- Purchase ledger creditors - c.£0.2m;
- Subcontractor creditors and retentions - c.£2.2m;
- Amounts owed to Group companies - £21.1m; and
- Other liabilities including amounts owing to Cathexis - c.£0.5m.

The final figure for total non-preferential, unsecured creditor claims will not be known until all claims have been received. It is likely that this figure may be higher due to contingent claims not included in the Statement of Affairs.

The Joint Administrators are of the opinion, based on the information available at the date of these Proposals, that the Company will have sufficient property to enable a distribution to be made to non-preferential, unsecured creditors. However, it is currently too early to quantify the funds that may be available and the associated dividend rate.

We will provide an update on the expected non-preferential, unsecured creditor position in the Joint Administrators' first six monthly progress report to creditors.

4. Prescribed part

The prescribed part is a proportion of floating charge assets set aside for non-preferential, unsecured creditors pursuant to section 176A of the Insolvency Act 1986. The prescribed part applies to floating charges created on or after 15 September 2003.

On 6 April 2020, the Insolvency Act 1986 (Prescribed Part) (Amendment) Order 2020 came into force which increases the maximum amount of prescribed part from £600k to £800k where a floating charge has been created on or after 6 April 2020.

The applicability of the Prescribed Part will depend on the extent to which the Secured Lender has a valid secured claim in the Administration. Our assessment to date indicates that section 176A of the Insolvency Act 1986 is unlikely to apply to this Administration and there is no prescribed part to be set aside for non-preferential, unsecured creditors.

5. Joint Administrators' remuneration and disbursements and payments to other professionals

5.1 Remuneration

The statutory provisions relating to remuneration are set out in Chapter 4, Part 18 of the Insolvency (England and Wales) Rules 2016. Further information is given in the Association of Business Recovery Professionals' publication 'A Creditors' Guide to Administrators' Fees', a copy of which may be accessed from the web site of the Institute of Chartered Accountants in England and Wales at <https://www.icaew.com/en/technical/insolvency/creditors-guides> or is available in hard copy upon written request to the Joint Administrators.

In the event that a creditors' committee is not formed, the Joint Administrators propose that their remuneration is fixed by a decision of the creditors on the basis of time properly given by them and their staff in dealing with matters arising in the Administration, in accordance with the fee estimate dated 18 November 2024 which is being circulated to creditors at the same time as these Proposals. This includes detailed narrative of the activities proposed to be undertaken.

5.2 Expenses and disbursements

SIP 9 defines expenses as any payments from the estate which are neither an office holder's remuneration nor a distribution to a creditor or a member. Expenses also includes disbursements.

Disbursements are payments which are first met by the office holder, and then reimbursed to the office holder from the estate. The fee estimate and statement of expenses dated 18 November 2024 includes details of the Category 1 and 2 expenses which are expected to be incurred.

Category 1 expenses are payments to persons providing the service to which the expense relates who are not an associate of the office holder. Category 1 expenses can be paid without prior approval.

Category 2 expenses are payments to associates or payments which have an element of shared costs. Before being paid, Category 2 expenses require approval in the same manner as an office holder's remuneration. Category 2 expenses require approval whether paid directly from the estate or as a disbursement. In the event that a creditors' committee is not formed, the Joint Administrators propose that they are permitted to charge Category 2 expenses in accordance with the statement of expenses included in the fee estimate dated 18 November 2024.

5.3 Payments to other professionals

The Joint Administrators, to date, have engaged the following other professionals to assist them. They were chosen on the basis of their experience in similar assignments and/or existing knowledge of the situation.

Name of firm	Nature of service	How contracted to be paid
Pinsent Masons	Legal advisors	Time cost basis
Sanderson Weatherall	Property agents	Based on % realisations
Leslie Keats	Contract debt collection	Time cost basis (initial work) and contingent fees based on % realisations

Hilco	Plant/equipment advisors	Time costs and % realisations
Moorcroft	Property security and management	Standard charges and time costs

6. Pre-administration costs

6.1 Pre-administration costs

The Joint Administrators are seeking approval for payment of unpaid pre-administration costs totalling £45,456 plus VAT. This comprises the Joint Administrators' pre-appointment fees of £37,456 plus VAT and pre-appointment legal fees of £8,000 plus VAT.

The payment of unpaid pre-administration costs as an expense of the Administration is subject to approval under Rule 3.52 of the Rules, and not part of the Proposals subject to approval under paragraph 53 of Schedule B1 to the Insolvency Act 1986. This means that they must be approved separately from the Proposals.

A breakdown of the total pre-administration costs incurred, and amounts paid pre-administration (if any) is attached at Appendix D. Further information is provided below.

6.2 Administrators' pre-administration costs

During week ending 20 September 2024 and during 21-23 September 2024, the prospective officeholders and their staff undertook preparatory work for the Company entering Administration. This work was critical to ensure an orderly Administration appointment and to mitigate the risk of an unplanned insolvency. The nature of the pre-administration work can be summarised as follows:

- Working to determine a suitable strategy that could be pursued by an officeholder with regard to asset realisations, client sites, operational matters and key risks;
- Working to understand key asset realisations and ascertaining funding risks / requirements;
- Undertaking all preparatory work for an appointment including (i) obtaining EY internal approvals (ii) briefing all EY staff (iii) agreeing appointment processes and documentation (iv) preparing comms plans;
- Assessing the key risks in respect of managing the Company in Administration and how to mitigate these;
- Working with legal advisers to agree appointment documents and ensuring validity of the appointment; and
- Preparation of press statements and scripts.

Undertaking the above actions has avoided the adverse implications of an unplanned insolvency thereby preserving value in the business in furtherance of the statutory objective pursued under paragraph 3 of Schedule B1 to the Insolvency Act 1986.

6.3 Pre-appointment costs incurred by Pinsent Masons

As well as the Joint Administrators' fees, the Joint Administrators will also seek approval for payment of unpaid pre-administration costs to Pinsent Masons (see below).

Pinsent Masons provided legal advice in advance of the Company entering Administration. Most notably this entailed preparation of appointment documentation and the implementation of the appointment process. Pinsent Masons unpaid time costs for this work totalled £8,000 plus VAT in the relevant pre-administration period.

Per above, the payment of these unpaid pre-administration costs as an expense of the Administration is subject to approval under Rule 3.52 of the Rules and not part of the

Proposals subject to approval under paragraph 53 of Schedule B1 to the Insolvency Act 1986. This means that they must be approved separately from the Proposals and as such, in the event a creditors' meeting is not requisitioned and a creditors' committee is not formed, the Joint Administrators propose to seek approval for the payment of these costs as a separate resolution with the general body of creditors.

Appendix A Statutory information

Company Information

Company Name:	Spatial Initiative Limited (in Administration)
Registered Office Address:	c/o Ernst & Young LLP, 12 Wellington Place, Leeds, LS1 4AP
Registered Number:	10887709
Trading Name:	ESS Modular
Trading Address:	31 Copenhagen Road, Hull, HU7 0XQ

Details of the Joint Administrators and of their appointment

Joint Administrators:	Timothy Graham Vance and Charles Graham John King
Date of Appointment:	23 September 2024
By Whom Appointed:	The appointment was made by the Company's directors
Court Reference:	CR-2024-005536

Any of the functions to be performed or powers exercisable by the Joint Administrators may be carried out/exercised by any one of them acting alone or by any or both of them acting jointly.

Statement concerning the EU Regulation on Insolvency Proceedings

The proceedings are to which the EU Regulation as it has effect in the law of the United Kingdom does not apply.

Share capital

Class	Authorised		Issued and fully paid	
	Number	£	Number	£
Ordinary	100	100	100	100

Directors and secretary and their shareholdings

Name	Director or Secretary	Date appointed	Date resigned	Current shareholding
Pinsent Masons Secretarial Limited	Secretary	29 March 2023	N/A	-
Joseph Rinando III	Director	29 March 2023	N/A	-
Matthew John Raymond Roche	Director	29 March 2023	N/A	-
Emily Sarah Lichtenstein King	Director	17 May 2021	29 March 2023	-
Andrew James Shaw	Director	27 July 2017	29 March 2023	-
Ronan Joseph Smyth	Director	15 May 2018	29 March 2023	-
Paul Martin Tierney	Director	27 July 2017	29 March 2023	-

Appendix B Directors' statement of affairs

Rule 3.30

Statement of affairs

Name of Company Spatial Initiative Limited	Company number 10887709
In the High Court of Justice Business and Property Courts of England and Wales Insolvency and Companies (ChD) <small>[full name of court]</small>	Court case number CR-2024-005536

(a) Insert name and address of registered office of the Company
Statement as to the affairs of (a) Spatial Initiative Limited, c/o Ernst & Young LLP, 12 Wellington Place, Leeds, LS1 4AP

(b) Insert date on the (b) 23 September 2024, the date that the Company entered Administration.

Statement of Truth

I believe that the facts stated in this statement of affairs are a full, true and complete statement of the affairs of the above-named Company as (b) 23 September 2024 the date that the company entered Administration.

Full name Matthew Roche

Signed 

Dated 7th November 2024

A – Summary of Assets

	Book Value (£)	Estimated to Realise (£)
Assets		
Assets subject to fixed charge:		
Land & Buildings	2,548,652	3,015,000
Amounts owed to fixed charge holder		Nil*
Net surplus		3,015,000
Assets subject to floating charge:		
Plant & Machinery	36,250	Nil
Trade Debtor and Retentions	1,620,461	Nil
Prepayments	48,401	Nil
Cash at Bank	14,866	14,866
Corporation Tax Losses	1,872,350	Nil
VAT Receivable Balance	138,970	111,564
Uncharged assets:	n/a	n/a
Estimated total assets available for preferential creditors	6,280,667	3,141,430

Signature



Date

7th November 2024

* Note: There is fixed and floating charge security in the Company. However, the Statement of affairs is prepared on the basis that there is no secured indebtedness attaching to that security. We understand this position is being worked through.

A1 – Summary of Liabilities

		Estimated to realise (£)
Estimated total assets available for preferential creditors (carried from page A)	£	3,141,430
Liabilities		
Preferential creditors:-		
HMRC Secondary Preferential Debt – CIS	(10,946)	(10,946)
Estimated deficiency/surplus as regards preferential creditors	£	3,130,484
Estimated prescribed part of net property where applicable (to carry forward)	£ N/A	
Estimated total assets available for floating charge holders	£	3,130,484
Debts secured by floating charges	£ N/A	
Estimated deficiency/surplus of assets after floating charges	£	3,130,484
Estimated prescribed part of net property where applicable (brought down)	£ N/A	
Total assets available to unsecured creditors	£	3,130,484
Unsecured non-preferential claims (excluding any shortfall to floating charge holders)		
Purchase Ledger Creditors	(237,034)	
Subcontractor Creditors	(2,223,936)	
Accrued and Other Liabilities	(98,946)	
Intercompany Creditor ESUK	(19,474,048)	
Intercompany Creditor ESL	(1,606,819)	
Cathexis Loan	(400,00)	(24,040,783)
Estimated deficiency/surplus as regards non-preferential creditors (excluding any shortfall to floating charge holders)	£	(20,910,299)
Shortfall to floating charge holders (brought down)	£ N/A	
Estimated deficiency/surplus as regards creditors	£	(20,910,299)
Issued and called up capital	(100)	(100)
Estimated total deficiency/surplus as regards members	£	(20,910,399)

Signature



Date

7th November 2024

Note: The creditor balances detailed above do not account for certain liabilities and claims that may have arisen and / or crystallised as a result of the insolvency of the Company, as well as the insolvency of related group companies.

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COMPANY CREDITORS

Note: You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements *and* customers claiming amounts paid in advance of the supply of goods or services *and* creditors claiming retention of title over property in the company's possession. Claims by employees, former employees and consumers should be given as a single figure, with details provided on the respective schedules

Name of creditor or claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
Purchase Ledger Creditors	See attached list	£237,034	None	N/A	N/A
Subcontractor Creditors & Retentions	See attached list	£2,223,936	None	N/A	N/A
HMRC Preferential Debt	DM PAYE, HMRC, BX9 1EW	£10,946	None	N/A	N/A
Cathexis Holdings LP	1000 Louisiana St Ste 7000 Houston, TX, 77002-5049 United States	£400,000	TBC	TBC	TBC
Extraspace Solutions (Uk) Ltd	31 Copenhagen Road, Hull, HU7 0XQ	£19,474,000	None	N/A	N/A
Extraspace Solutions Ltd	1 Windmill Lane, Dublin, Dublin 2, D02 F206	£1,606,818	None	N/A	N/A
Accruals	Various	£98,946	None	N/A	N/A

Signature 

Date 7th November 2024

COMPANY SHAREHOLDERS

Name of Shareholder	Address (with postcode)	No. of shares held	Nominal Value	Details of Shares held
Extraspace Solutions (UK) Ltd	The Soloist Building, 1 Lanyon Place, Belfast, Northern Ireland, BT1 3LP	100	£100	Ordinary Shares
TOTALS				

Signature

Matthew Roche

Date _____

7th November 2024

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Purchase Ledger Creditors

Name of Creditor	Address				Amount of Debt £
Ahmarra Door Solutions Ltd	Unit 2 Hermitage Park	Harts Farm Way	HAMPSHIRE	PO9 1FA	- 31,909.49
Bryson Products Limited	Bryson Products Limited	Unit D, Redlands Coulsdon	Surrey	CR5 2HT	1,785.42
Clyde & Co LLP	St Botolph Building	138 Houndsditch	London	EC3A 7AR	9,008.70
Community Resourcing Limited	5th Floor	4 Coleman Street	London	EC2R 5AR	33,873.91
Commercial Business Equipment Ltd	Commercial House	26 Hastings Road	Leyland	PR25 3SP	202.18
East Yorkshire Forklifts Ltd	Unit 3	Northumberland Avenue	Hull	HU2 0LN	3,863.45
Envision Intelligent Solutions	Silverwood Business Park	Silverwood Road	Craigavon	BT66 6SY	1,507.72
Ford Fleet Management UK Ltd	Oakwood Drive	Emersons Green	Bristol	BS16 7LB	7,325.74
Foxy Rentals Limited	The Den	Yard 4, Courtney Street	Hull	HU8 7QF	12,270.53
Grenkeleasing Ltd.	2 London Square	Cross Lanes Guildford	Surrey	GU1 1UN	- 914.40
HSS Hire Service Group Ltd	25 Willow Lane	Mitcham	Surrey	CR4 4TS	4,577.34
Hull City Council	Local Taxation	P O Box 15	Hull	HU1 2AB	13,324.00
MIG Security & Events Ltd T/A Marsh Barton Securit	Marsh Gate House	Marsh Barton	Exeter	EX2 8TH	48.00
MKM Buildings Supplies Ltd	Stoneferry Road		Hull	HU8 8DE	30,244.87
Natwaste Limited	Suite 5, Ber-Mar House	Rumer Hill Business Estate	Cannock	WS11 0ET	12,366.64
Nixon Hire eXtra	City West Business Park	Scotswood Road	Newcastle upon Tyne	NE4 7DF	6,201.05
Primary ICT Support	8 Madison Court	George Mann Road	Leeds	LS10 1DX	86.40
Quba Solutions Ltd T/A Avocet Recruitment Ltd CIS	1 Woodcombe Street	Poundbury	Dorchester	DT1 3BS	14,850.00
Siemens Financial Services Ltd	Sefton Park, Bells Hill	Stoke Poges	Buckinghamshire	SL2 4JS	- 348.71
Smith Brothers Stores	Unit V2	Winchester Avenue	Blaby	LE8 4GZ	64,274.34
Technology First Ltd t/a IT Quotes	IT Quotes House, Block 8	Blanchardstown Corporate Park	Ballycoolin	DUBLIN 15	17.88
Thirsty Work Ltd	26 Apple lane Sowton		Exeter	EX2 5GL	710.70
TMG Limited	Think Park Mosley Road	Trafford Park	Manchester	M17 1FQ	15,360.16
Trafford Council	PO Box 542		Sale	M33 0GD	24,448.00
Viewpoint Construction Software Limited	4th Floor	Central Square Forth Street	Newcastle upon Tyne	NE1 3PJ	13,860.00
					237,034.43

Subcontractor Creditors

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Name of Creditor	Address					Amount of Debt £
Apex Scaffolding (Exeter) Ltd	Apex House	Pinbrook Road	Exeter	EX4 8HH		1,199.92
Omega T/A BB7	23 Star Hill	Rochester		ME1 1XF		4,620.00
Ben Nock Limited	Little Dunley Farm, Dunley Lane	Bovey Tracey	Devon	TQ13 9PW		10,597.00
Cleaneco Totnes Limited	33 Harveys Close	Chudleigh Knighton	Exeter	TQ13 0PE		1,942.50
1st Rate Ltd T/A Complete Drainage Services	Lynch Lane Offices	79 Lynch Lane	Weymouth	DT4 9DW	-	0.70
Costplan East Ltd	Unit 15 Oak Trees Business Park	Sevington	Kent	TN24 0SG		3,240.00
D&P Reinforcements Ltd	67 Hill Barton Road	Exeter	United Kingdom	EX1 3PW		36,795.85
Dynamik Sport Surfaces Limited	Unit 10 Enterprise Trade Centre	Roman Farm Road	Hengrove Way	BS4 1UN		14,684.55
Extraspace Solutions Ltd	Crag Avenue Business Park	Clondalkin Industrial Estate	Dublin	DUBLIN 22		109,573.36
Fastglobe (Mastics) Ltd	Grovedell House	15 Knightswick Road	Canvey Island	SS8 9PA		552.71
Fineline Carpentry and Building Limited	30G Estover Close	Forresters Business Park	Plymouth	PL6 7PL		18,257.93
Genius Screeds Limited	11 Hathersage Avenue	Long Eaton,	Nottingham	NG10 3EB		2,785.00
Grimes Finishings Ltd	Rumbush Farm, Rushbush Lane	Earlswood	Solihull	B94 5LW		2,022.74
Griffiths Woodworking Ltd	389 Watling Street	Tamworth		B78 3ND		66,540.71
360 Height Projects Ltd	Unit 20 Enterprise Court	Hartlepool		TS25 2FE		2,068.50
Jones King Partnership Limited	Eden Business Park	78 Macrae Road	Ham Green	BS20 0DD		22,966.80
JPR Mechanical and Electrical Services Limited	North Street	Stoke On Trent	Staffordshire	ST4 7SA		64,665.84
Kipling Contracts UK Ltd	Unit 3 Old Mill Studios	Mead Lane	Slatford	BS31 3ER		31,855.93
LABFX Limited	Caroline Street	Hull,	Yorkshire	HU2 8ED		53,728.39
Lanes Group PLC	Central Accounts, 17 Parkside Lane,	Parkside Ind Est	Leeds	LS11 5TD		1,260.00
Majenta Solutions Limited	3 Argosy Court	Scimitar Way, Whitley Business Park	Coventry	CV3 4GA		1,041.00
McCarthy Contracting	The Rockery	St James Road		TQ1 4FT		2,570.50
Method Consulting LLP	Berkeley House	Hunts Rise	Swindon	SN3 4TG		300.00
Ramboll UK Limited	240 Blackfriars Road	London		SE1 8NW		20,000.23
ScoMac Catering Equipment	1 Bell Square	Brucefield Industry Park	Livingstone	EH54 9BY		1,687.50
Shire Integrated Systems Ltd	88-90 High Street	Staple Hill	Bristol	BS16 5HL		4,728.00
Single Ply Structures Ltd T/A SPS Roofing Ltd	Unit 17, The Old Stables	Newcourt Barton, Clyst Road	Topsham	EX3 0DB		85,620.36
Space Invader Design Limited	Stanmore House 64-68 Blackburn Street	Radcliffe	Manchester	M26 2JS		720.00
T. A. Colbourne Projects Limited	Unit A, The Outlook	Ling Road	Poole	BH12 4PY		257,256.29
Tudorharp Ltd	39 Poppyfields Way	Branton	Doncaster	DN3 3UA	-	17,500.00
WJD Specialist Flooring Contractors Ltd	85 News Lane	Rainford	St Helens	WA11 7JY		6,259.76
						812,040.67

Subcontractor Retention Creditors

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Name of Creditor	Address					Amount of Debt
AJR Premier Joinery Ltd	K2 Building	60 Bond Street	Hull	HU1 3EN		3,241.63
Andrew Hicks Engineering Ltd	Lloyds Bank Chambers, High Street	Crediton	Devon	EX17 3AH		17,282.95
APIC UK Limited	Unit A, Beech Court	Crystal Drive	Smethwick	B66 1RD		9,720.87
Apterior Limited	The Old Church	89b Quicks Road	Wimbledon	SW19 1EX		3,168.47
Atlasco Constructional Engineers Limited	Rowhurst Industrial Estate, Apedale	Chesterton	Newcastle	ST5 6BD		3,158.64
Auditoria Services Ltd	Denby Way	Hellaby Industrial Estate, Hellaby	Rotherham	S66 8HR		2,141.92
Baxenden Flooring Limited	Spring House	194-196 Union Road	Oswaldtwistle	BB5 2TL		1,759.46
Ben Nock Limited	Little Dunley Farm, Dunley Lane	Bovey Tracey	Devon	TQ13 9PW		7,384.93
CB Solutions U.K. Ltd	Halifax Approach	New Cut	Lissett	YO25 8PT		15,888.74
CNM Joinery Ltd	341 Lytham Road		Blackpool	FY4 1DS		1,415.46
Coopers Fire	Ignis House Houghton	Houghton Avenue		PO7 3DU		326.13
Cube Install Limited	The Granary	School Road	Norwich	NR12 8BU		508.39
Delbosq Ltd	114 Northumberland Avenue	Hornchurch	Essex	RM11 2HP		813.66
D&P Reinforcements Ltd	67 Hill Barton Road		Exeter	EX1 3PW		12,476.90
DSM Roofing Limited	17 Fall Bank Industrial Estate	Dodworth	Barnsley	S75 3LS		13,508.60
European Electronique Ltd	Forward House, Oakfields Industrial Estate	Eynsham	Oxfordshire	OX29 4TT		997.23
Expert Site Services Ltd	Unit 9 East Riding Business Centre	Annie Reed Road	Beverley	HU17 0LF		7,233.74
Extraspace Solutions (UK) Ltd	First Floor, Unit 1, Belmont Office Park	232 Belmont Road	Belfast	BT4 2AQ		82,572.82
Extraspace Solutions Ltd	Crag Avenue Business Park	Clondalkin Industrial Estate	Dublin	DUBLIN 22		88,570.79
Fastglobe (Mastics) Ltd	Grovedell House	15 Knightswick Road	Canvey Island	SS8 9PA		918.54
Fineline Carpentry and Building Limited	30G Estover Close	Forresters Business Park	Plymouth	PL6 7PL		33,075.07
Genie Interiors Limited	55 Loundoun Road		London	NW8 0DL		69.06
Genius Screeds Limited	11 Hathersage Avenue	Long Eaton	Nottingham	NG10 3EB		6,375.99
GM Floor Screeds Ltd	Unit 2 Ranton Business Park	Cannock	West Midlands	WS11 7XL		1,129.89
AJ Gollop Contract Flooring Limited	279 Two Mile Hill Road	Kingwood	Bristol	BS15 1AX		8,932.43
Grimes Finishings Ltd	Rumbush Farm, Rushbush Lane	Earlswood	Solihull	B94 5LW		23,859.97
Griffiths Woodworking Ltd	389 Watling Street	Tamworth		B78 3ND		15,150.00
Grove Building Solutions Limited	Unit 5 Lister Park	Green Lane	Featherstone	WF7 6FE		1,322.62
GWKS LTD T/a Gworks Construction	C/o Kingscott Dix	Goodridge Court, Goodridge Avenue	Gloucester	GL2 5EN		62,832.14
Gworks Surfacing Ltd	Unit 3	East Quay	Bridgewater	TA6 4DB		6,731.09
HBMS Cladding Limited	Unit 16, Commerce Court	Bradford		BD4 8NW		34,893.36
360 Height Projects Ltd	Unit 20 Enterprise Court	Hartlepool		TS25 2FE		31.50
Jack Tighe Decorating Ltd	Unit 2A	10 Eastmount Road	Darlington	DL1 1LE		1,057.56
John Abbott (Flooring Contractors) Ltd	Wallshaw House	Wallshaw Street	Oldham	OL1 3XD		279.92
JPR Mechanical and Electrical Services Limited	North Street	Stoke On Trent	Staffordshire	ST4 7SA		98,366.93

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Name of Creditor	Address					Amount of Debt
KaydeeSayfa	Jubilee House,	Unit 3 Gelders Hall Road,	Shephed	LE12 9NH		820.70
Kensington Systems Ltd	42-46 Lodge Causeway	Fishponds	Bristol	BS16 3JB		2,201.91
Kingston Drywall Limited	Unit 5, Edwinstowe Houses	Edwinstowe		NG21 9PR		2,160.00
Kipling Contracts UK Ltd	Unit 3 Old Mill Studios	Mead Lane	Slatford	BS31 3ER		141,879.87
LABFX Limited	Caroline Street	Hull		HU2 8ED		16,049.39
London Wall Design	Unit 63 Barwell Business Park	Leatherhead Road	Chessington	KT9 2NY		683.01
Major Oak Design and Construction Limited	121a Nottingham Road	Derby		DE1 3QR		30,641.38
McCarthy Contracting	The Rockery	St James Road		TQ1 4FT		6,057.03
Northern Installer's Limited	111 Whaggs Lane	Whickham		NE16 4PP		4,929.53
Optimum Fire and Interiors Ltd	Room 12 The Office	Mardale Road	Penrith	CA11 9EH		19,991.75
Pinnacle Flooring Ltd	Emmanuel Court	14-16 Reddicroft	Sutton Coldfield	B73 6AZ		2,846.74
Principle Signs and Graphics Ltd	Unit 14, Chorley Central Business Park	Stump Lane	Chorley	PR6 0BL		251.52
Prodec Painters & Decorators Limited	Unit 16 The Boxworks	Heysham Road	Aintree	L30 6UR		4,484.83
The Rogers Group	Unit 8	Forresters Business Park	Estover	PL6 7PL		11,622.61
RPA DENTAL EQUIPMENT LTD	5 HAWKLEY BROOK TRADING ESTATE	WORTHINGTON WAY	WIGAN	WN3 6XE		833.40
R & S Finishers Limited	104 Pebble Mill Drive	Cannock		WS11 6UR		3,961.01
Styles and Wood Ltd	Cavendish House	Cross Street	Sale	M33 7BU		2,799.18
ScoMac Catering Equipment	1 Bell Square	Brucefield Industry Park	Livingstone	EH54 9BY		5,645.64
Shanco Contracts Ltd	Unit 3 Flass Lane	Cutsyke Junction	Castleford	WF10 5JW		126,871.00
Shire Integrated Systems Ltd	88-90 High Street	Staple Hill	Bristol	BS16 5HL		2,879.74
Simply Fitout Ltd	181-183 Station Lane	Hornchurch		RM12 6LL		394.88
Single Ply Structures Ltd T/A SPS Roofing Ltd	Unit 17, The Old Stables	Newcourt Barton, Clyst Road	Topsham	EX3 0DB		31,461.52
Southerns Broadstock Limited	Brunel Road	Lyme Green Business Park	Macclesfield	SK11 0TA		1,363.79
Sportsfields Ltd	Moor Lane	Clapton-in-Gordano	Portishead	BS20 7RF		44,768.49
Swegon Air Management Limited	Stourbridge Road	Bridgnorth	Shropshire	WV15 5BB		2,507.01
T. A. Colbourne Projects Limited	Unit A, The Outlook	Ling Road	Poole	BH12 4PY		65,368.49
TCS Screeding Limited	Unit 1 Whiffens Farm	Clement Street	Hextable	BR8 7PQ		2,042.94
TDR Groundworks Ltd	Unit 22, Swanvale Industrial Estate	Colchester Road	Witham	CM8 3DH		13,988.16
T&L Construction Ltd	12 Hunston Road	Sale	Manchester	M33 4RP		640.62
TNA Electrical Ltd	Unit 13 Heritage Park	Hayes Way		WS11 7LT		255,193.33
T.O.L. Decorators Limited	578-580 College Road	Birmingham		B44 0HU		4,726.51
Tudorharp Ltd	39 Poppyfields Way	Branton	Doncaster	DN3 3UA		1,452.94
Warrington Fabrication Company Limited	Athertons Quay	Liverpool Road	Warrington	WA5 1AH		26,474.70
WJD Specialist Flooring Contractors Ltd	85 News Lane	Rainford	St Helens	WA11 7JY		6,491.17
WJ Gregg & Son Limited	152 City Road	London		EC1V 2NX		212.80
						1,411,894.99

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Appendix C Joint Administrators' receipts and payments account for the period from 23 September 2024 to 18 November 2024

Estimated to Realise (£)		Total (£)
	Receipts	
	Floating charge receipts	
14,866	Cash at bank on appointment	7,541
111,564	Pre-appointment VAT receivable	111,564
	Bank interest	35
126,430	Total receipts	119,139
	Floating Charge Payments	
	Hire of equipment	1,170
	Public notices	104
	Bank charges	44
	Total payments	1,318
	Balances in hand	117,821
	Represented by	
	Floating bank account	117,566
	VAT receivable	255
		117,821

Notes

1. Receipts and payments are stated net of VAT.
2. The receipts and payments account has been prepared on a cash basis and does not take account of future receipts and payments.
3. All funds are held in interest bearing accounts.
4. As there is unlikely to be any secured liabilities, the floating charge receipts and floating charge payments will be deemed to be uncharged receipts and payments respectively.

Appendix D Statement of pre-administration costs

Statement of pre-administration costs

	Administrator		Other IP		Details
	Remuneration £	Expenses £	Remuneration £	Expenses £	
Pre-administration time costs incurred by EY	37,456	0	0	0	Please refer to Section 6 of this report for further details.
Pre-administration time costs incurred by Pinsent Masons	8,000	0	0	0	As above.
			0	0	
Total costs incurred	45,456	0	0	0	
Paid before the Administration					
Pre-administration time costs incurred by EY	(0)	(0)	(0)	(0)	
Pre-administration time costs incurred by Pinsent Masons	(0)	(0)	(0)	(0)	
Unpaid pre-administration costs	45,456	0	0	0	

Unpaid pre-administration costs are costs which had not been paid at the date of Administration, are still outstanding and are subject to approval under Rule 3.52 of the Rules. Unpaid pre-administration costs are not part of the Proposals subject to approval under paragraph 53 of Schedule B1 of the Insolvency Act 1986. This means that they must be approved separately from the Proposals. Further information on the way in which approval will be sought for unpaid pre-administration costs is set out in section 6 of this document.

**Joint Administrators' fee estimate and statement of expenses
dated 18 November 2024**

Joint Administrators' fee estimate and statement of expenses

Spatial Initiative Limited (In Administration) ('the Company')

Estimate of remuneration to be charged

The Joint Administrators are seeking approval for their remuneration to be fixed on a time cost basis. In accordance with Rule 18.16(4) of the Insolvency (England and Wales) Rules 2016 ('the Rules'), an estimate of remuneration to be charged is provided below.

The estimate of remuneration is £427,335 plus VAT. An explanation of how this sum has 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

The work undertaken can be categorised either as Statutory or Asset realisation related. Statutory work is required by the Joint Administrators to fulfil their statutory duties and is unlikely to generate any direct financial benefit to creditors. Asset realisation work is in respect of the Joint Administrators' actions to realise assets for the benefit of the creditors.

A summary of the categories of work, together with a description of the work to be done is set out below:

Basis of work	Category of work	Description of the work to be done
Statutory	Accounting & administration	<ul style="list-style-type: none">Overall management of the case, treasury and accounting functionsMaintaining statutory diaries and time cost reporting
Statutory	Bank & statutory reporting	<ul style="list-style-type: none">Reporting to the secured creditor (if applicable)Completion of statutory requirements of the Administration, including notifications to creditors and members, advertising the appointment, and sending relevant documents to creditors and filing at Companies HousePreparing the Joint Administrators' Statement of Proposals, six monthly progress reports and final progress report
Statutory	Creditors	<ul style="list-style-type: none">Dealing with receiving and recording creditor claimsCorrespondence with creditors with regard to specific matters and the administration more generallyAdjudicating creditor claims in the event of a dividend to unsecured creditorsProcessing distributions to preferential and unsecured creditors (as applicable)
Statutory	Customers	<ul style="list-style-type: none">Discussions and correspondence with the Company's clients in respect of the implications of the administration on operational sites.
Asset realisation	Debtors	<ul style="list-style-type: none">Realising value from amounts outstanding under the Company's contracts at the date of administration. Including working with Leslie Keats.
Statutory	Environmental issues	<ul style="list-style-type: none">Discussions with property and health and safety advisors regarding requirements in respect of site clean-up and hazardous substances at the property (if applicable).
Asset realisation	Immediate tasks	<ul style="list-style-type: none">Completion of workstreams requiring immediate attention following the appointment as required by

		<p>statute including initial communications with directors, employees, carrying out a site inspection.</p> <ul style="list-style-type: none"> Also includes notifying key parties (e.g. insurers and other advisers) of the appointment.
Statutory	Investigations	<ul style="list-style-type: none"> Investigations into the Company's affairs in accordance with Statement of Insolvency Practice 2 "Investigations by Office Holders" The Joint Administrators' report on the conduct of the directors under the Company Directors Disqualification Act 1986
Asset realisations	Job acceptance & strategy	<ul style="list-style-type: none"> Matters relating to the appointment and initial planning of the Administration strategy. Formulating the strategy in the administration including asset realisation plans. Preparing communication plans for different stakeholders. Time spent complying with internal compliance and job acceptance protocols. Considering exit routes from Administration and implementing the most appropriate route
Statutory	Legal issues	<ul style="list-style-type: none"> Dealing with general legal issues in the administration. Liaising with appointed legal advisors in relation to relevant matters including specific queries relating to the property, legal matters associated with the Company's contracts, treatment of creditor claims. Working to determine the position regarding the registered security granted by the Company.
Asset realisations	Other assets	<ul style="list-style-type: none"> Realising value from the Company's other assets as applicable including other debtors, cash held on appointment, VAT reclaims etc. Assessing, quantifying, and seeking to realise value from any assets not recorded in the management accounts of the Company at the date of appointment.
Statutory	Other matters	<ul style="list-style-type: none"> Dealing with any assets owned by third parties. Recovery of the Company's physical books and records and electronic records. Preservation of electronic records. Other matters arising in the Administration
Asset realisations	Property	<ul style="list-style-type: none"> Dealing with all matters associated with the sale of the Company's freehold and long leasehold properties. This will include working with the appointed agent to devise and execute a sale strategy. Dealing with other matters relating to the Company's freehold and leasehold properties including corresponding with landlords, utility and business rate providers. Arrange appropriate insurance cover and security for the property and ensuring compliance with key requirements.
Asset realisations	Retention of title	<ul style="list-style-type: none"> Assessment and settlement of claims for retention of title from the Company's suppliers.
Statutory	Statutory duties	<ul style="list-style-type: none"> Completion of statutory requirements of the Administration, including notifications to creditors and members, advertising the appointment, and sending to creditors and filing at Companies House.

		<ul style="list-style-type: none"> • Time spent obtaining a Statement of Affairs from the directors of the Company. • Time spent working to ensure Company update the accounting records of the Company. • Time spent engaging with various key stakeholders in respect of the administration and its implications.
Statutory	VAT & Taxation	<ul style="list-style-type: none"> • Preparing corporation tax and VAT returns, with input from EY VAT and tax specialists • Assessment of the VAT and tax treatments of transactions and agreements entered into during the Administration • Dealing with tax aspects associated with the sale of the property. • Assessing the tax position of the Company and ability to realise value from any tax related assets.

Estimate of the Joint Administrators' remuneration

The Joint Administrators have engaged managers and other staff to work on the Administration. The work required is delegated to the most appropriate level of staff taking account of the nature of the work and the individual's experience. Additional assistance is provided by accounting and treasury executives dealing with the Company's bank accounts and statutory compliance diaries. Work carried out by all staff is subject to the overall supervision of the Joint Administrators.

All time spent by staff working directly on case-related matters is charged to a time code established specifically for this engagement. Time is recorded in units of six minutes. Each member of staff has a specific hourly rate, which is subject to change over time.

The current hourly rate for each category of staff over the period is shown below:

Category of expense	Hourly rate (£)
Partner	1,480 - 1,328
Director	1,145
Senior Manager	998
Manager	761
Executive	567 - 462
Analyst	462 - 331

Based on the above hourly rates and our estimate of time to be spent by the Joint Administrators and their staff, we estimate our remuneration to be £427,335 plus VAT, as set out in the table overleaf:

	Partner	Director	Assistant Director	Manager	Executive	Analyst	Total Hours	Total Cost £	Average Rate £
Accounting & Administration	0.3	0.8	5.1	6.7	18.1	13.4	44.4	25,640	578
Bank and Statutory Reporting	3.0	14.7	16.8	14.7	9.0	7.3	65.5	55,981	855
Creditors	2.6	7.5	12.0	16.8	67.1	40.1	146.1	85,467	585
Customers	2.2	5.7	3.6	-	2.9	-	14.5	14,529	1,005
Debtors	0.9	5.5	2.5	9.9	10.1	6.6	35.6	25,213	707
Environmental issues	-	-	0.1	1.1	-	0.8	2.1	1,282	622
Immediate Tasks	0.6	-	8.1	3.2	3.3	8.5	23.7	16,239	686
Investigations	1.6	0.9	1.1	8.4	11.8	12.5	36.4	21,367	587
Job Acceptance & Strategy	0.4	0.8	1.0	0.5	0.8	1.5	5.0	3,846	766
Legal Issues	1.5	5.3	5.5	2.0	8.1	2.6	25.0	20,085	804
Other Assets	1.0	2.2	2.6	0.8	7.7	5.0	19.4	12,820	662
Other Matters	1.0	4.0	6.2	2.3	3.3	2.1	18.9	16,239	861
Property	5.5	14.4	16.5	-	36.8	38.1	111.2	73,074	657
Retention of title	0.2	0.2	0.2	-	0.6	3.1	4.3	2,137	500
Statutory Duties	1.8	2.6	3.0	9.6	14.7	19.0	50.7	30,341	598
VAT & Tax	-	4.0	4.6	6.1	11.6	9.0	35.4	23,076	653
Total Hours	22.6	68.6	89.1	82.3	205.8	169.7	638.0		
Time Costs (£)	29,952	78,551	88,881	62,602	102,291	65,057		427,335	
Average Hourly Rate (£)	1,328	1,145	998	761	497	383		527.9	

Details 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 or a distribution to a creditor or member.

Expenses expected to be incurred total £573,436 (plus VAT), comprising:

Category of expense	Estimate cost (£)
Expenses	520,675
Category 1 disbursements	2,611
Category 2 disbursements	500
Total	523,786

Expenses are divided into those that do not need approval before they are charged to the estate (Category 1) and those that do require prior approval (Category 2):

- Category 1 expenses are payments to persons providing the service to which the expense relates who are not an associate of the office holder
- Category 2 expenses are payments to associates or which have an element of shared costs.

Expenses also include disbursements. Disbursements are payments which are first met by the office holder and then reimbursed to the office holder from the estate. Disbursements fall into either Category 1 or Category 2

Expenses

The expenses incurred and anticipated to be incurred from the Company's estate can be summarised into the following categories:

Category of expense	Description of expenses incurred or to be incurred	Estimated costs (£)	Paid to date (£)
Corporation tax	<ul style="list-style-type: none">• Estimated corporation tax which may become payable following the preparation and submission of Corporation tax returns in the Administration. This includes any tax that may be payable on a sale of the property.	225,000	-
Legal fees (pre-appointment)	<ul style="list-style-type: none">• Legal advice in advance of the Company entering Administration, including preparing Administration appointment documentation	8,000	-
Legal fees (post-appointment)	<ul style="list-style-type: none">• Legal advice regarding matters such as asset realisations, sale of the Property, confirmation as to validity of appointment, advice in respect of creditor claims and contract debtors or by the Joint Administrators and other ad hoc advice as required by the Joint Administrators	91,595	-

Property costs	<ul style="list-style-type: none"> Holding costs relating to property including business rates, utilities, and security. 	67,000	-
Agents' fees (debt collection)	<ul style="list-style-type: none"> Fees payable to specialist third party agents in connection with the collection of the Company's contract book debts. 	30,000	-
Agents' fees (other)	<ul style="list-style-type: none"> Fees payable to specialist third party agents in connection with the sale of the Company's owned motor vehicles, IT equipment and fixtures and fittings. 	5,000	-
Agents' fees (property)	<ul style="list-style-type: none"> Fees payable to specialist third party agents in connection with the sale of the Company's freehold property. 	65,000	-
Third party asset hire	<ul style="list-style-type: none"> Costs in relation to the hire of vehicles during the period of the administration. 	7,500	1,170
Insurance	<ul style="list-style-type: none"> Costs to insure the Company's assets and operations during the Administration period including the Property 	22,000	-
Bank charges and fees	<ul style="list-style-type: none"> Charges associated with operation of the Company's bank accounts during the administration 	500	44
Advertising	<ul style="list-style-type: none"> Costs of advertising as required by statute 	230	104
Storage	<ul style="list-style-type: none"> Costs relating to storage (e.g. records retention) 	350	-
Sundry costs	<ul style="list-style-type: none"> Other costs incurred in order to execute the strategy outlined in the Proposals 	1,000	-
Total		570,675	1,318

Category 1 disbursements

Category 1 disbursements are defined as specific expenditure met by and reimbursed to the office holder's firm, relating to the administration of the insolvent's affairs and referable to payment to an independent third party.

Disbursement	Description of disbursement incurred or to be incurred	Estimated costs (£)	Paid to date (£)
Postage, photocopying and printing	<ul style="list-style-type: none"> Costs relating to printing and posting of the Joint Administrators' communications with relevant creditors and stakeholders. 	1,500	-
Specific penalty bond	<ul style="list-style-type: none"> A form of insurance required by insolvency law 	1,111	-
Total		2,611	-

Category 2 disbursements

Category 2 disbursements are made by the office holder's firm that include elements of shared or overhead costs.

Disbursement	Description of disbursement incurred or to be incurred	Estimated costs (£)	Paid to date (£)
Mileage	<ul style="list-style-type: none">Costs relating to mileage incurred by the Joint Administrators and their staff in respect of their work on the administration, whilst operating from or attending the site operated by the Company.	500	-
Total		500	-

Exceeding estimates of remuneration and expenses

These estimates may be exceeded, in which case an explanation will be provided in the appropriate progress report. The Joint Administrators will only draw remuneration in excess of the estimate with the prior agreement of the approving body, in accordance with Rule 18.30 the Insolvency (England and Wales) Rules 2016.

Estimate of return for creditors

Our current estimates of the returns for the various classes of creditors are set out in Section 3 of the Joint Administrators' Statement of Proposals.

Creditors continue to submit claims in the Administration and the below estimates of total claims and returns are estimates only.

We caution creditors against using data in this letter as a basis for estimating the value of their claims or their likely eventual entitlement to payment from the Company's assets. The Joint Administrators, their firm, its members, partners and staff and advisers accept no liability to any party for any reliance placed upon this document.

Pre-administration costs

The Joint Administrators are separately seeking approval for payment of unpaid pre-appointment costs totaling £45,456 plus VAT. The payment of unpaid pre-appointment costs as an expense of the Administration is subject to approval under Rule 3.52 of the Rules and is not part of the proposals subject to approval under paragraph 53 of Schedule B1 to the Insolvency Act 1986. This means that they must be approved separately from the proposals.

Approval is being sought for unpaid pre-administration costs in the amount of £45,456 plus VAT to be met as an expense of the Administration. Further detail is provided below.

Administrators' pre-appointment fees and expenses

Approval is being sought for the payment of time costs of £37,456 (plus VAT) incurred but not paid prior to the Joint Administrators' appointment.

The nature of the unbilled pre-administration work is summarised below:

- Considering potential strategies that could be pursued by an insolvency officeholder with regard to asset realisations and operational matters.
- Assessing the key risks in respect of managing the Company in Administration and how to mitigate these.
- Understanding the potential assets realisations in a theoretical insolvency scenario;
- Collating information from the Company's books and records to determine the level of liabilities and creating an up-to-date list of unsecured creditors.
- Liaising with directors to determine the Company's position with other related entities.
- Preparing a timeline for pre-appointment and immediate post-appointment activities.
- Briefing engagement staff on the administration strategy and corresponding workstreams.
- Discussions with Management immediately prior to appointment regarding the core team of staff to be retained to assist the Joint Administrators with their strategy for the business.
- Reviewing and preparing documents for appointment, including consents to act and associated documents.
- Preparing documents to be issued and read to employees, media and suppliers immediately following the appointment, including scripts for employee meetings, press releases and communications to suppliers and customers.
- Liaising with the Company's legal advisors regarding the potential appointment of the Joint Administrators.

Legal expenses incurred prior to the Administrators

The following third-party, pre-appointment legal expenses were incurred by the Joint Administrators:

Pinsent Masons LLP were engaged to provide legal advice in advance of the Company entering Administration, including preparing Administration appointment documentation. Pinsent Masons LLP's unpaid time costs for this work totalled £8,000 (plus VAT) in the pre-administration period.

Summary of pre-administration costs

	Remuneration £	Expenses £	Details
Administrators in waiting	37,456	-	- Incurred by EY as outlined in at Section 6 of the Proposals.
Legal fees	8,000	-	- Incurred by Pinsent Masons LLP respect of advice given to the Joint Administrators pre-appointment
Total costs incurred	45,456	-	-
Paid before the administration			
Administrators in waiting	-	-	-
Legal fees	-	-	-
Unpaid pre- administration costs	45,456	-	-

Notice to creditors of deemed consent

Notice to creditors of deemed consent

Paragraph 51 of Schedule B1 to the Insolvency Act 1986 and Rules 3.38, 15.7 and 15.8 of the Insolvency (England and Wales) Rules 2016

Name of court: High Court of Justice Business and Property Courts of England and Wales Insolvency and Companies

Case number: CR-2024-005536

Registered name of the Company Spatial Initiative Limited

Other trading name(s) or style(s) of the Company: ESS Modular

Any other registered name in the 12 months prior to Administration: N/A

Registered number: 10887709

Registered office address: c/o Ernst & Young LLP, 12 Wellington Place, Leeds, LS1 4AP

Principal trading address (if different from above): 31 Copenhagen Road, Hull, HU7 0XQ

Date on which the Company entered Administration: 23 September 2024

Date of appointment of Joint Administrators: 23 September 2024

Details of the Joint Administrators

Timothy Graham Vance	Charles Graham John King
Ernst & Young LLP	Ernst & Young LLP
12 Wellington Place	12 Wellington Place
Leeds	Leeds
LS1 4AP	LS1 4AP

Office holder number: 26710 / 8985

Email: siladministration@uk.ey.com

Name of alternative person to contact about the Administration: Laura Jones

NOTICE IS HEREBY GIVEN that the Joint Administrators of the above-named Company are seeking approval of their Statement of Proposals ('the Proposals') dated 18 November 2024 by deemed consent. Creditors will be deemed to have consented to the approval of the Proposals unless by the end of 3 December 2024 (**the decision date**) at least 10% in value of creditors who would be entitled to vote in a qualifying decision procedure have objected to approval and their objections have been made in accordance with the procedure set out below.

Objections

Any creditor wishing to object to the proposed decision to approve our Proposals – including any creditor who has opted out from receiving notices about the administration - must deliver to me, at the above address, a notice stating that the creditor so objects. The notice must be delivered to me at the above address not later than the end of **the decision date** together with a proof in respect of the creditor's claim which complies with the requirements of Rules 15.28 to 15.35 of the Insolvency (England and Wales) Rules 2016 ('the Rules') failing which the objection will be disregarded.

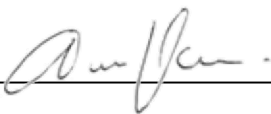
Please note that creditors whose debts may be treated as small debts in accordance with Rule 14.31(1) of the Rules must still deliver a proof of claim if they wish to object.

It is my responsibility, as Joint Administrator convening the deemed consent procedure, to aggregate any objections to see if the threshold is met for the decision to be taken as not having been made. If the threshold is met the deemed consent procedure will terminate without a decision being made on the proposals and if a decision is sought again on the same matter it will be sought by a decision procedure.

Requests for a physical meeting to be held

Creditors who meet the thresholds in s.246ZE(7) 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, make a request to me in writing for a physical meeting of creditors to be held to consider the approval of our proposals.

Signed
Timothy Graham Vance
Joint Administrator



Date

18/11/24

**Notice to creditors – invitation to form a creditors’
committee**

Notice to creditors – invitation to form a creditors' committee

Rule 3.39, Insolvency (England and Wales) Rules 2016

Name of court: High Court of Justice Business and Property Courts of England and Wales Insolvency and Companies

Case number: CR-2024-005536

Registered name of the Company Spatial Initiative Limited

Other trading name(s) or style(s) of the Company: ESS Modular

Any other registered name in the 12 months prior to Administration: N/A

Registered number: 10887709

Registered office address: c/o Ernst & Young LLP, 12 Wellington Place, Leeds, LS1 4AP

Principal trading address (if different from above): 31 Copenhagen Road, Hull, HU7 0XQ

Date on which the company entered Administration: 23 September 2024

Date of appointment of Joint Administrators: 23 September 2024

Details of the Joint Administrators

Timothy Graham Vance	Charles Graham John King
Ernst & Young LLP	Ernst & Young LLP
12 Wellington Place	12 Wellington Place
Leeds	Leeds
LS1 4AP	LS1 4AP

Office holder number: 26710 / 8985

Email: siladministration@uk.ey.com

Name of alternative person to contact about the Administration: Laura Jones

Invitation to form a creditors' committee

Creditors are invited to decide whether a creditors' 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>

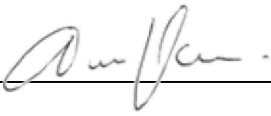
To be validly established, a committee must have at least three and not more than five members, who must have agreed to act.

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 at the above address to arrive no later than 3 December 2024.

The UK Firm Ernst & Young LLP is a limited liability partnership registered in England and Wales with registered number OC300001 and is a member firm of Ernst & Young Global Limited. A list of members' names is available for inspection at 1 More London Place, London SE1 2AF, the firm's principal place of business and registered office and at Companies House (<https://www.gov.uk/get-information-about-a-company>) under the registration number OC300001. Not all partners are members of Ernst & Young LLP. Ernst & Young LLP is a multi-disciplinary practice and is authorised and regulated by the Institute of Chartered Accountants in England and Wales, the Solicitors Regulation Authority (authorisation number 614947), the Financial Conduct Authority (registration number 196203) and other regulators. Further details can be found at https://www.ey.com/en_uk/legal-statement

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
Timothy Graham Vance
Joint Administrator



Date

18/11/24

Spatial Initiative Limited (in Administration)

Nominations for creditors' committee

You may nominate up to five creditors of the Company. Please note that before a person can act as a member of a creditors' 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 to Spatial Initiative Limited (In Administration) at Ernst & Young LLP, 12 Wellington Place, Leeds, LS1 4AP or by email to siladministration@uk.ey.com 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 creditors' committee.

Signature _____

Name of signatory _____

On behalf of
(name of creditor) _____

Date _____

**Administration Notice of Claim for Voting
Purposes**

The Insolvency Act 1986 and the Insolvency (England and Wales) Rules 2016

Administration Notice of Claim for Voting Purposes

Spatial Initiative Limited

Date of Administration: 23 September 2024

PLEASE NOTE: Once completed, this form will be used by the Joint Administrators ONLY for the purposes of voting in a creditors' decision procedure or a requisitioned 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.

Name of creditor	
Address	
Amount claimed, after deductions for payments made post-Administration or adjustments for set off (see notes overleaf)	
Is the claim preferential or secured?	
If secured, value of security	
If you have made a retention of title claim against the company please attach details (see over)	
Signature on behalf of creditor	
Date	

File with siladministration@uk.ey.com

Reviewed by

Notes to Administration Notice of Claim for Voting Purposes:

1. Please attach a detailed statement of your account as at the date on which the Company entered administration.
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 -
 - (a) in an Administration, as at the date on which the Company entered Administration, less -
 - (i) any payments that have been made to the creditor after that date in respect of the claim, and
 - (ii) any adjustment by way of set-off which has been made in accordance with rule 14.24 or would have been made if that rule were applied on the date on which the votes are counted; ...
- (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) However, the value of the debt for voting purposes is its full value without deduction of the value of the security in the following cases -
 - (a) where the Administrator has made a statement under paragraph 52(1)(b) of Schedule B1 and the administrator has been requested to seek a decision under paragraph 52(2); ...
- (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) In an Administration, a creditor under a hire-purchase agreement is entitled to vote in respect of the amount of the debt due and payable by the Company on the date on which the Company entered Administration.
- (2) In calculating the amount of any debt for the purpose of paragraph (1), no account is to be taken of any amount attributable to the exercise of any right under the relevant agreement so far as the right has become exercisable solely by virtue of -
 - (a) the making of an Administration application;
 - (b) a notice of intention to appoint an Administrator or any matter arising as a consequence of the notice; or
 - (c) the Company entering Administration.