

AM23

Notice of move from administration to dissolution



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

1 Company details

| | | | | | | | | |
|----------------------|-----------------------------|---|---|---|---|---|---|---|
| Company number | 1 | 1 | 3 | 3 | 4 | 3 | 6 | 1 |
| Company name in full | Nimbus Realisations Limited | | | | | | | |

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

2 Court details

| | | | | | | | | | | | | | | |
|--------------|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Court name | High Court of Justice | | | | | | | | | | | | | |
| | Business and Property Courts of England and Wales | | | | | | | | | | | | | |
| Court number | C | R | - | 2 | 0 | 2 | 4 | - | 0 | 0 | 5 | 3 | 2 | 6 |

3 Administrator's name

| | | | | | | | | | | | | |
|------------------|-------------------|--|--|--|--|--|--|--|--|--|--|--|
| Full forename(s) | Mark James Tobias | | | | | | | | | | | |
| Surname | Banfield | | | | | | | | | | | |

4 Administrator's address

| | | | | | | | | | | | | | | |
|----------------------|----------------------------|---|---|--|---|---|---|--|--|--|--|--|--|--|
| Building name/number | PricewaterhouseCoopers LLP | | | | | | | | | | | | | |
| Street | 7 More London Riverside | | | | | | | | | | | | | |
| Post town | London | | | | | | | | | | | | | |
| County/Region | | | | | | | | | | | | | | |
| Postcode | S | E | 1 | | 2 | R | T | | | | | | | |
| Country | United Kingdom | | | | | | | | | | | | | |

AM23

Notice of move from administration to dissolution

5 Administrator's name ①

| | |
|------------------|---------|
| Full forename(s) | Zelf |
| Surname | Hussain |

① Other administrator
Use this section to tell us about another administrator.

6 Administrator's address ②


| | |
|----------------------|----------------------------|
| Building name/number | PricewaterhouseCoopers LLP |
| Street | 7 More London Riverside |
| Post town | London |
| County/Region | |
| Postcode | S E 1 2 R T |
| Country | United Kingdom |

② Other administrator
Use this section to tell us about another administrator.

7 Final progress report

I have attached a copy of the final progress report

8 Sign and date

| | | | | | | | | | | | | | | | | | | |
|---------------------------|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|--|
| Administrator's signature | Signature  X | X | | | | | | | | | | | | | | | | |
| Signature date | <table border="1"><tr><td>d</td><td>1</td><td>d</td><td>1</td><td>m</td><td>0</td><td>m</td><td>3</td><td>y</td><td>2</td><td>y</td><td>0</td><td>y</td><td>2</td><td>y</td><td>5</td></tr></table> | d | 1 | d | 1 | m | 0 | m | 3 | y | 2 | y | 0 | y | 2 | y | 5 | |
| d | 1 | d | 1 | m | 0 | m | 3 | y | 2 | y | 0 | y | 2 | y | 5 | | | |

AM23

Notice of move from administration to dissolution

Presenter information

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

Contact name Alex La Dell

Company name PricewaterhouseCoopers LLP

Address 8th Floor, Central Square

29 Wellington Street

Post town Leeds

County/Region West Yorkshire

Postcode

| | | | | | | |
|---|---|---|--|---|---|---|
| L | S | 1 | | 4 | D | L |
|---|---|---|--|---|---|---|

Country United Kingdom

DX

Telephone 0113 289 4000

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

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

Important information

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

Where to send

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

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

Further information

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Joint administrators' first and final progress report from 13 September 2024 to 11 March 2025

High Court of Justice Business and Property Courts of
England and Wales

Case No. CR-2024-005326

Table of contents

| | |
|--|-----------|
| Abbreviations and definitions | 2 |
| Key messages | 4 |
| Overview of our work | 6 |
| Appendix B: Receipts and payments for funding account | 12 |
| Appendix C: Expenses | 13 |
| Appendix D: Remuneration update | 15 |
| Appendix E: Pre-administration costs | 20 |
| Appendix F: Other information | 21 |

Abbreviations and definitions

The following table shows the abbreviations and insolvency terms that may be used in this report

| Abbreviation or definition | Meaning |
|--|--|
| Joint Administrators/we/us/our | Mark James Tobias (Toby) Banfield and Zelf Hussain |
| Administrators-in-waiting | Mark James Tobias (Toby) Banfield and Zelf Hussain |
| Company | Nasstar Group Limited |
| Creditors | This includes preferential, secured and unsecured creditors within the Group |
| DBT | Department for Business and Trade |
| FY22 | Financial Year ended 31 December 2022 |
| FY22-24 | Financial Years ended 31 December 2022 - 31 December 2024 |
| Group | Nasstar Limited and all of its subsidiaries (both direct and indirect) |
| HMRC | HM Revenue and Customs |
| IA86 | Insolvency Act 1986 |
| ICA | Intercreditor Agreement |
| IR16 | Insolvency (England and Wales) Rules 2016 |
| IT | Information Technology |
| Management | Management team of the Company |
| NL | Nasstar Limited |
| NSIA | National Security and Investment Act 2021 |
| Ordinary preferential creditors | Creditors with claims defined in IA86 as ordinary preferential debts: These include claims for: <ul style="list-style-type: none">• unpaid remuneration earned in the four months before the relevant date of the insolvency up to a maximum of £800, an unlimited amount of accrued holiday pay, unpaid pension contributions in certain circumstances. |
| our Proposals | Joint Administrators' proposals for achieving the purpose of the administration dated 20 September 2024 and deemed approved 2 October 2024 |
| Prescribed part | The amount set aside for unsecured creditors from floating charge funds in accordance with section 176A IA86 and the Insolvency Act 1986 (Prescribed Part) Order 2003 |
| Purchaser | Togo Bidco Limited |
| PwC | PricewaterhouseCoopers LLP |
| Regulations | Administration (Restriction on Disposal etc. to Connected Persons) Regulations 2021 |
| RJ | Raymond James Financial, Inc. acting as lead advisor in the sale process of the Company |

| | |
|---|--|
| SAO | Senior Accounting Officer |
| Sch.B1 IA86 | Schedule B1 to the Insolvency Act 1986 |
| Secondary preferential creditors | HMRC in respect of taxes due from employees and customers that are withheld by the business and then paid over in one lump sum periodically to HMRC, such as VAT, PAYE and employees' National Insurance contributions |
| Secured creditors | (i) Senior Loan Fund I (A) Investments (Luxembourg) S.à.r.l.; (ii) Senior Loan Fund I (B) Investments (Luxembourg) S.à.r.l.; (iii) Senior Loan Fund I (C) Investments (Luxembourg) S.à.r.l.; (iv) Senior Loan Fund I (D) Investments (Luxembourg) S.à.r.l.; (v) Senior Loan Fund I (B) Investments II (Luxembourg) S.à.r.l.; (vi) Private Debt Fund (K) Investments II (Luxembourg) S.à.r.l.; (vii) Senior Loan Co-Invest Investments (Luxembourg) S.à.r.l.; and (viii) Private Debt Fund (K) Investments (Luxembourg) S.à.r.l., as the Secured creditors with security in respect of their debt, in accordance with section 248 IA86 (acting by its nominated Security Agent, U.S. Bank Trustees Limited) |
| Shareholder | Mayfair (Mayfair Equity Partners Nominees Limited, Mayfair Equity Partners I LP, Mayfair Equity Partners I Sidecar LP, Mayfair Equity Partners I F&F LP, Mayfair Equity Partners LLP) (holding 74.86% of voting rights in the Company) |
| SFA | The senior facilities agreement dated 4 May 2018 and made between, amongst others, the Company, certain subsidiaries of the Company and the Secured creditors as amended from time to time |
| SPA | Sale and Purchase Agreement dated 13 September 2024 |
| Unsecured creditors | Creditors who are neither secured nor preferential |

This report has been prepared by Mark James Tobias (Toby) Banfield and Zelf Hussain as Joint Administrators of the Company, solely to comply with the Joint Administrators' statutory duty to report to creditors under IR16 on the progress of the administration, and for no other purpose. It is not suitable to be relied upon by any other person, or for any other purpose, or in any other context.

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

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

Any persons choosing to rely on this report for any purpose or in any context other than under IR16 do so at their own risk. To the fullest extent permitted by law, the Joint Administrators do not assume any liability in respect of this report to any such person.

Please note you should read this report in conjunction with the Joint Administrators' previous reports issued to the Company's creditors, which can be found at <https://www.pwc.co.uk/nimbusrealisations>. Unless stated otherwise, all amounts in this report and appendices are stated net of VAT.

Mark James Tobias (Toby) Banfield and Zelf Hussain have been appointed as Joint Administrators of the Company to manage its affairs, business and property as its agents and act without personal liability. Both are licensed in the United Kingdom to act as insolvency practitioners by the Institute of Chartered Accountants in England and Wales. The Joint Administrators are bound by the Insolvency Code of Ethics which can be found at: <https://www.gov.uk/government/publications/insolvency-practitioner-code-of-ethics>

The Joint Administrators may act as controllers of personal data as defined by UK data protection law depending upon the specific processing activities undertaken. PricewaterhouseCoopers LLP may act as a 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. Further details are available in the privacy statement on the PwC.co.uk website or by contacting the Joint Administrators.

PricewaterhouseCoopers LLP is a limited liability partnership registered in England with registered number OC303525. The registered office of PricewaterhouseCoopers LLP is 1 Embankment Place, London WC2N 6RH. PricewaterhouseCoopers LLP is authorised and regulated by the Financial Conduct Authority for designated investment business.

Key messages

Why we've sent you this report

We're pleased to let you know that our work in the administration of Nasstar Group Limited is now complete and so, we set out below our first and final progress report.

You can still view our Proposals and remuneration report on our website at <https://www.pwc.co.uk/nimbusrealisations>. Please email uk_insolvencydocsrequests@pwc.com if you need the password to access the reports.

How much creditors have received

The following table summarises the final outcome for creditors:

| Class of creditor | Distributed (£) |
|--------------------------------------|-----------------|
| Secured creditors | 1 |
| First ranking Preferential creditors | N/A |
| Secondary preferential creditors | 0 |
| Unsecured creditors | 0 |

Secured creditors

The Secured Creditors' lending to the Company as at the date of administration was c£230.7m as per a demand issued on 13 September 2024. The Company was guarantor for the full debt, with the Company's wholly owned subsidiary, NL, being the primary debtor. The lending was secured by debentures registered against the Company dated 4 May 2018, 24 June 2021 and 4 July 2024. This security gave the Secured Creditors fixed and floating charges over all the Company's assets, including a fixed charge over the Company's shares in NL.

Whilst the transaction value for the pre-packaged sale of the Company's shareholding in NL and intercompany receivables was £1 the ultimate transaction value should be considered £230.7m (explained on page 6 of this report).

Following the completion of the pre-packaged sale explained later in this report all secured charges registered in favour of the Secured Lenders were released in full.

Ordinary preferential creditors (mainly employees)

There were no Ordinary preferential claims. The Company had three employees, all of whom transferred to NL prior to our appointment. All entitlements of the Company's three former employees are to be met by NL, with no amounts being due by the Company.

Secondary preferential creditors (HMRC)

The Company was part of a VAT group with other Group Companies, meaning that it was jointly and severally liable for any VAT amounts owed to HMRC. However, the expectation was that any outstanding VAT liabilities would be met by other Group companies in the ordinary course of business. In addition, any outstanding payroll liabilities due to HMRC in respect of the Company's former employees would be met by NL and therefore we did not anticipate any Secondary preferential claims would be received.

No Secondary preferential claim has been received from HMRC during the administration, but in any event there were no funds available for Secondary preferential creditors in the administration.

Unsecured creditors

As reported in our Proposals, there were no funds available for distribution to Unsecured creditors

What you need to do

This report is for your information and you don't need to do anything.

What happens next

The administration ends on 12 September 2025 (which is the statutory end date of the administration). However, we have concluded our work in the administration and in line with our Proposals which were deemed approved by creditors, on 2 October 2024 we filed notice of move from administration to dissolution on 11 March 2025. The Company will be dissolved three months after the notice has been registered by the Registrar of Companies.

The decision to move from Administration to dissolution was deemed the most appropriate course of action given the specific circumstances of the Company. The primary consideration was the absence of funds or dividends available for distribution to Unsecured creditors.

The Joint Administrators have complied with their statutory obligations and there are no outstanding matters.

Given the lack of financial resources and the straightforward nature of the remaining tasks, filing a notice with the Registrar of Companies to dissolve the company three months later is the most pragmatic and fiscally responsible decision. This approach ensures a timely and orderly conclusion to the administration.

As resolved by the Secured creditors, we will be discharged from liability in respect of any of our actions 14 days after ceasing to act as Joint Administrators.

Overview of our work

Why we were appointed

You may remember that when we were appointed, the position was as follows:

The Company was established as the non-trading parent/holding company of NL and its trading subsidiaries. The Group serves as an agile systems integrator for upper mid-market and select enterprise customers, offering next-generation consulting and managed technology services. The Group's portfolio includes four main focus areas: Connectivity (Software Defined Secure Access Networks), Platforms (Application Modernisation & Management), Productivity (Employee Experience & Process Automation), and Data (Business insight through AI-enabled engineering).

The Group has a history of growth through targeted acquisitions. In a 10 year period the Company made over 20 acquisitions which required significant investment to integrate into the legacy business. The combination of decreased cashflow from post-acquisition integration and exceptional costs of implementing changes led to additional funding to support ongoing liquidity needs of the Group.

Concurrently the Group experienced a high rate of customer churn, partly an expected result of the acquisitions and partly a deliberate and a strategic re-focus on upper mid-market and select enterprise clients, leading to a loss in annualised revenue. Due to delays in financial reporting and the challenges of integrating acquisitions, the Company and Group were unable to comply with the FY23 Group consolidated accounts deadline under the Group's Senior Facilities Agreement (SFA). This resulted in a covenant breach and an Event of Default, formally notified by the Secured Creditors on 1 August 2024.

Despite receiving new funding and support from the Secured Creditors and the majority shareholder, the Company was unable to achieve a solvent restructuring solution. The Secured Creditors indicated that further support would be conditional on addressing balance sheet issues, including high indebtedness. The Company was unable to meet these conditions, leading to the withdrawal of support. The Secured Creditors demanded repayment of £230.7 million under the SFA. The Company, unable to settle this debt, was deemed insolvent by its sole director who took steps to place the Company into administration.

Mark James Tobias Banfield and Zelf Hussain were appointed as Joint Administrators on 13 September 2024 to manage the Company's affairs, business, and property as its agents and act without personal liability.

Pre-packaged sale of part of the Company's business and assets

Immediately following our appointment, contracts were exchanged for a conditional pre-packaged sale of the Company's shareholding in NL and all intercompany receivables due to the Company. The date of the sale was 13 September 2024, however, this was conditional upon the Purchaser receiving NSIA clearance, which was received on 1 November 2024 and formal completion of the sale was on 5 November 2024. The transaction was for the sale of the Company's wholly owned shareholding in NL (and therefore all of NL's trading subsidiaries) as well as intercompany receivables due to the Company (subject to the Secured Creditor's security) and was completed for the sum of £1.

As we have explained earlier in this report, the Secured Creditors were owed £230.7m by the Company, which was a guarantor of the debt (with NL being the primary debtor), under the SFA and related finance documents. Therefore the ultimate transaction value should be considered as £230.7m. NL was deemed to have zero equity value, supporting a £1 sale.

Similarly, the intercompany debt positions (with a book value of c£300m) were secured in favour of the Secured Creditors by way of floating charge security and fully subordinated under an ICA in favour of the Secured Creditors (which included a turnover provision). There would have been no recoveries on the inter-company positions until such time as the Secured Creditors were fully repaid in respect of their secured debt. Given the value of the shares of NL (and its subsidiaries) was less than the secured debt, there was no prospect of the Secured Creditors being repaid in full.

Under the conditional SPA, should a third party have made an alternative deliverable offer that represented a better outcome to the creditors of the Company than the Purchaser's offer prior to NSIA clearance being obtained, the Joint Administrators had the ability to terminate the conditional SPA with the Purchaser and transact with the third party instead. That third party would then also need to seek NSIA clearance. We can confirm no such alternative offers were received.

Following the completion of the sale, the Secured Creditors' security was fully released.

As we explained in our Proposals, the pre-packaged sale achieved the best outcome for creditors as a whole because:

- The sale of the shares in NL have ensured the solvency of NL and all of its trading subsidiaries, protecting customer and creditor positions, as well as the employment of c.850 employees in the Group. The sale offered the best return to the Secured Creditors and has not impacted the Group's ongoing operations; and
- A former marketing process run by the Company management with the assistance of RJ, a corporate finance advisory firm, did not generate any executable offers which would have provided a better outcome for the creditors of the Company as a whole. RJ ran the sales process during 2022/2023 and while a number of interested parties came forward, no viable proposals were received.

Administration Funding Indemnity

There was no cash consideration as part of the pre-packaged sale and no other expected asset realisations to be made in administration. To ensure the reasonable costs and expenses of the administration (including any Administrators' fees) could be met an administration funding indemnity between the Company, Administrators and another group company not in insolvency, NL was entered into on 13 September 2024, agreeing that NL would indemnify the Company and the Joint Administrators for the the reasonable costs and expenses of the administration. Following execution of the administration funding indemnity the sum of £240,000 was received from NL and these funds have been used to settle the costs and expenses of the administration, including legal costs and expenses and Administrators' fees and expenses (all shown in the receipts and payments account at Appendix B of this report).

Under the terms of the indemnity, any surplus funds were to be returned to NL. After settling all costs of the administration, the sum of £570 was returned to NL.

Other assets

As we reported in our Proposals, the director's statement of affairs showed prepayments and a VAT amount with book values of £924k and £125k due back to the Company. From discussions with Management we ascertained that these were accounting adjustments relating to wider Group arrangements and were not realisable assets of the Company.

Bank interest of £1,024 has been received (no further interest will be received as the account was taken off interest bearing for the preparation of the tax returns).

Connected party transactions

The Purchaser of the Company's assets, including shares in NL and its trading subsidiaries, is a connected party as defined by the Regulations. This connection is due to:

- the Purchaser is an entity indirectly owned and controlled by entities affiliated with the Secured Creditors of the Company;
- A number of appointed directors of the Purchaser are also employees of the Secured Creditors;
- A number of the appointed Shareholders of the Purchaser are also Secured Creditors of the Company;
- Arcmont Asset Management Limited; which manages the Secured Creditors' funds, will manage funds on behalf of the shareholders of the Purchaser; and
- Paul Cosgrave, the Company's sole director, holds directorships within the Group and may be involved with the Purchaser, however we are not aware of his specific role.

To comply with the Regulations and facilitate the sale of the Company's assets, the Purchaser arranged for an independent evaluator to provide a qualifying report. The evaluator provided a report deeming the consideration for the assets reasonable in the circumstances.

Other matters

During the period since we were appointed, we've completed the following tasks (this not an exhaustive list):

- We have issued our initial statutory notices on appointment and filed notice of our appointment with the Registrar of Companies;
- We have advertised the appointment in the London Gazette;
- We have prepared our Proposals and prepared a document providing creditors with information regarding the sale of the business and assets of the Company on 20 September 2024 as required by SIP 16;
- We have filed a notice of the deemed approval of our Proposals with the Registrar of Companies and Court;
- We have corresponded with the Company's director in relation to the production of the directors' statement of affairs, which sets out the financial position of the Company at the date of appointment;

- We have received a completed statement of affairs from the directors of the Company and filed this with the Registrar of Companies;
- We have submitted a directors' conduct report to the DBT;
- We have carried out an initial review of tax and VAT affairs of the Company;
- We have dealt with the removal of the Company from the Group VAT registration and subsequent re-registration;
- We have completed the post appointment VAT return and submitted a VAT deregistration application;
- We have set up the Company on all PwC management systems and opened a case bank account for the administration;
- We have conducted cashiering duties, including receipts, payments, journals and VAT accounting.
- We have prepared and submitted tax returns and SAO filing.
- We have prepared and issued a remuneration report.
- We have prepared for the closure of the administration and subsequent dissolution of the Company.

Approval of our Proposals

We issued our Proposals for achieving the purpose of administration to creditors on 20 September 2024.

We explained in our Proposals that the Company did not have sufficient assets to pay a dividend to Unsecured creditors other than from the Prescribed part.

This meant that we did not have to seek a decision from creditors regarding the approval of our Proposals and our Proposals would be treated as approved if creditors did not request a decision in the required manner. As creditors did not request a decision be sought, our Proposals were treated as approved on 2 October 2024.

We attach a summary of our Proposals at Appendix A.

Statement of affairs

We were given a statement of affairs of the Company on 20 September 2024. It was signed by Michael Paul Cosgrave as sole director of the Company and our comments on the statement of affairs were included in our Proposals.

Investigations and actions

In the period following our appointment we completed our review of the Company and its directors for and submitted our findings to the DBT within three months of our appointment. The DBT had no follow up queries to our submission and as such no further work was required in line with our duties under the Company Directors' Disqualification Act 1986 and Statement of Insolvency Practice No.2.

Tax clearance

We fulfilled our duties as proper officers for tax during the administration and filed VAT and corporation tax returns for all relevant accounting periods. At the time of issuing our tax returns, we notified HMRC that as corporation tax clearance can no longer be requested from HMRC, unless we receive an objection to closure from HMRC within 14 days, the Joint Administrators will seek to bring the administration to an end. As far as we are aware, HMRC raised no queries on our returns.

Our final receipts and payments account

We set out in Appendix B an account of our final receipts and payments in the administration from 13 September 2024 to 11 March 2025.

Our expenses

We set out in Appendix C a statement of the final expenses that we incurred to the date covered by this report.

Our fees

We set out in Appendix D an update on our remuneration which covers our fees and other related matters.

Pre-administration costs

You can find in Appendix E information about the approval of the unpaid pre-administration costs previously detailed in our Proposals.

Creditors' rights

Creditors have the right to ask for more information within 21 days of receiving this report as set out in Rule 18.9 IR16. Any request must be in writing. Creditors can also challenge fees and expenses within eight weeks of receiving this report as set out in Rule 18.34 IR16. This information can also be found in the guide to fees at:

<https://www.icaew.com/-/media/corporate/files/regulations/insolvency/creditors-guides/2021/administration-creditor-fee-guide-1-april-2021.ashx>

You can also get a copy free of charge by emailing uk_insolvencydocsrequests@pwc.com.

Next steps

This is our first and final progress report and the Company will be dissolved three months after the notice of move from administration to dissolution has been registered at Companies House.

If you've got any questions, please email uk_insolvencydocsrequests@pwc.com.

Yours faithfully
for and on behalf of the Company



Toby Banfield
Joint Administrator

Appendices

Appendix A: Summary of our Proposals

The key areas discussed in the our Proposals were as follows:

- The purpose being pursued in the administration was objective (b), namely to achieve a better result for the company's creditors than would be likely if the company were wound up, as it was not reasonably practicable to rescue the Company as a going concern.
- The Joint Administrators did not seek a decision from the creditors to approve the Proposals because the Company had insufficient assets to pay a dividend to Unsecured creditors, other than from the Prescribed part (per paragraph 52(1)(b) Sch B1 IA86). The Joint Administrators did not envisage there being sufficient realisation to enable a Prescribed part dividend to Unsecured creditors.
- Following appointment, the Joint Administrators entered into a conditional SPA and contracts were exchanged for the sale of the Company's shareholding in NL (and therefore all of NL's trading subsidiaries) and intercompany receivables due to the Company to the Purchaser, for consideration of £1. The sale was conditional on the Purchaser complying with terms of NSIA and achieving the required NSIA clearance to enable the transaction to complete.
- Under the conditional SPA, should a third party have made an alternative deliverable offer that represented a better outcome to the creditors of the Company than the Purchaser's offer prior to NSIA clearance being obtained, the Joint Administrators had the ability to terminate the conditional SPA with the Purchaser and transact with the third party instead. That third party would then also need to seek NSIA clearance.
- The Purchaser of the Company's assets (being the shares in NL and all of its trading subsidiaries and intercompany receivables) was a connected party in relation to the Company as defined by the Regulations. In order to meet the requirements of the Regulations and to allow the Administrators to legally exchange contracts on the conditional sale of the Company's assets shortly after their appointment, the Purchaser arranged for an independent evaluator to provide a qualifying report.
- Details of the disposal, connected parties involved and the alternative options considered were included in the SIP 16 Statement at Appendix C of the Proposals.
- The Company had three employees, all of whom transferred to NL prior to our appointment
- If the Proposals were not approved, the Joint Administrators could apply for a court order to wind up the Company
- The estimated return to the Secured creditor was £1, the outcome for all other classes of creditor was anticipated to be nil, as there were no expected realisations outside of the pre-packaged sale.
- It was anticipated that the administration would end by filing a notice of dissolution with the Registrar of Companies and the Company would be dissolved three months later.
- The Proposals included a statement of affairs of the Company which had been provided by the Company's sole director.
- As fixed charge realisations were £1 and there was not expected to be any floating charge realisations in the administration, the Joint Administrators entered into an administration funding indemnity with NL whereby NL was to cover the reasonable costs (including Administrators' fees) and expenses of the administration.

Appendix B: Receipts and payments for funding account

Nimbus Realisations Limited (Formerly known as Nasstar Group Limited) (In Administration)

Joint Administrators' Abstract Of Receipts And Payments From 13 September 2024 To 11 March 2025

| | RECEIPTS | Statement of Affairs (£) | Total (£) |
|-----|---|--------------------------|------------|
| 120 | Bank Interest Gross | | 1,024.35 |
| 123 | Funding from third parties/chargeholder | | 199,430.26 |
| | Receipts in Period | | 200,454.61 |
| | Balance at end of Period | | 200,454.61 |
| | PAYMENTS | | |
| 143 | Office holders' fees | | 175,000.00 |
| 144 | Office holders' expenses | | 229.84 |
| 150 | Legal fees & Expenses | | 25,060.00 |
| 154 | Irrecoverable VAT | | 65.77 |
| 161 | Statutory advertising | | 99.00 |
| | Payments In Period | | 200,454.61 |
| | Balance at end of Period | | 200,454.61 |
| | Net Receipts/(Payments) | | 0.00 |
| | MADE UP AS FOLLOWS | | |
| | | | 0.00 |

Notes to the R&P

- Whilst the sales consideration was £1, this amount was not collected as it was not commercial to do so (and is therefore not reflected on the R&P above).
- Funds were held in an interest bearing Barclays Bank Plc account and were taken off interest bearing ahead of case closure.
- Amounts exclude VAT.
- There is no VAT control account on the R&P as there are no amounts due to/from HMRC in relation to VAT.
- As explained further in Appendix D, our fees are drawn based on an approved fixed fee of £175,000. We have drawn fees of £175,000
- Under the terms of an administration funding indemnity any unutilised funds provided by NL would be returned to NL, the sum of £569.74 was repaid to NL, as this was the balance of funds remaining after all costs of the administration had been settled.

Appendix C: Expenses

Expenses are amounts properly payable by us as Administrators but exclude our fees and distributions to creditors. These include disbursements which are expenses met by and reimbursed to an office holder in connection with an insolvency appointment.

Expenses fall into two categories:

| Expense | SIP9 definition |
|-------------------|---|
| Category 1 | Payments to persons providing the service to which the expense relates who are not an associate of the office holder. |
| Category 2 | Payments to our firm or our associates or which have an element of shared costs (for example, photocopying and mileage disbursements, or costs shared between different insolvent estates). |

We don't need approval from creditors to draw Category 1 expenses as these have all been provided by third parties but we do need approval to draw Category 2 expenses. The body of creditors who approve our fees, in this case the Company's Secured creditors, also has the responsibility for agreeing the basis for payment of Category 2 expenses.

The rate for services provided by the Administrators' own firm (Category 2 expenses) may periodically rise (for example to cover annual inflationary cost increases) over the period of the administration. All other disbursements to be charged at cost.

The following table provides a breakdown of the Category 2 expenses incurred in the period, together with details of the Category 1 expenses that have been incurred as disbursements by PwC and will be recharged to the case.

The expense policy set out below has been approved by the Secured creditors.

| Category | Provided by | Basis of cost | Costs incurred (£) |
|-----------------------------|-------------|---|--------------------|
| 2 | PwC | Photocopying - up to 20 pence per side copied, only charged for circulars to creditors and other bulk copying. | 1.18 |
| 1 | PwC | Administrators' bond | 225 |
| 2 | PwC | Mileage - At a maximum of 64 pence per mile (up to 2,000cc) or 80 pence per mile (over 2,000cc) for petrol/diesel/hybrid; At a maximum of 72 pence per mile for fully electric and at a maximum of 12 pence per mile for a bicycle | Nil |
| 1 | PwC | Postage | 3.66 |
| Total for the period | | | 229.84 |

The table below provides details of all the expenses incurred in the administration:

| Nature of expenses | Total incurred (£) | Initial estimate (£) | Variance (£) |
|---|--------------------|----------------------|---------------|
| Unpaid costs incurred as Administrators-in-waiting* | 21,633.25 | 21,633.25 | - |
| Legal fees and expenses | 25,060.00 | 25,000.00 | 60.00 |
| Joint Administrators' Category 1 and 2 expenses | 229.84 | 50.00 | 179.84 |
| Statutory advertising ** | 99.00 | 118.00 | 19.00 |
| Total | 47,022.09 | 46,801.25 | 258.84 |

**As noted in our previously issued remuneration report, we did not seek approval of our costs as Administrators-in-waiting, but have included the amount here for clarity.*

*** Our initial estimate for statutory advertising was inclusive of VAT. This has been amended to show the final amount incurred to be the net amount.*

**** The repayment to NL of £569.74 is not included in the expenses table above as this is repayment of a third party funding amount and is not an expense of the administration.*

Our expenses estimate exceeded our initial estimate in relation to legal expenses and bonding. This is because there was an additional expense incurred by our legal advisors in relation to a court filing charge as well as not previously provisioning for the Administrator's bond cost in our initial estimate.

The expenses table above excludes any potential tax liabilities that may have needed to be paid as an expense of the administration as amounts becoming due would be dependent on the position at the tax period end. We have submitted our post appointment tax returns and there was no tax liability for the administration.

Appendix D: Remuneration update

Our fees were approved on a fixed fee basis by the Secured creditors in the sum of £175,000 plus VAT in the current reporting period. We have drawn fees of £175,000 plus VAT in line with the approval given in this period, as shown on the receipts and payments account at Appendix B. The amount drawn was from funds provided to the administration estate via an administration funding indemnity as explained earlier in this report.

Our remuneration report dated 31 October 2024, which is available to download via our website, sets out the work we performed for the approved fee amount.

We set out later in this Appendix details of our work, disbursements, subcontracted work and payments to associates.

Our work in the period

Whilst this is not an exhaustive list, in the following table we provide more detail on the key areas of work performed in the reporting period.

| Work undertaken | Why the work was necessary | What, if any, financial benefit the work provided to creditors OR whether it was required by statute |
|---|---|--|
| Accounting and treasury | | |
| <ul style="list-style-type: none"> Dealing with receipts, payments and journals; Carrying out bank reconciliations and managing of funds; Corresponding with the bank regarding specific transfers. | Undertaking statutory accounting duties. Proper stewardship of funds on behalf of the creditors. | Ensuring good stewardship of funds held on behalf of creditors. |
| Assets | | |
| Pre-Packaged sale of the Company's business and assets <ul style="list-style-type: none"> Review SPA documents ahead of completion; Speaking to third parties who expressed an interest in acquiring the shares of NL; Issuing relevant notifications and documents in respect of NSIA clearance; Liaising with the Purchaser and solicitors; Completing a pre-packaged sale of the Company's shares in NL and intercompany receivables to the Purchaser; Finalised our SIP 16 disclosure on the pre-packaged sale; Assisted the Purchaser in post sale requirements. | To realise funds for the benefit of creditors. | To realise funds for the benefit of creditors |
| Creditors | | |
| Creditor enquiries <ul style="list-style-type: none"> Set up and ongoing management of a dedicated website for delivery of initial and ongoing communications and reports; Receiving and following up creditor enquiries; Receiving and filing proofs of debt when not related to a dividend. | Work is required by statute and for the proper management of the case. | To provide creditors with information requested |
| Secured creditors | | |
| <ul style="list-style-type: none"> Notifying Secured creditors of appointment Meetings and updates with Secured creditors and their representatives; Responding to Secured creditor's queries; | | |

Investigations

- Preparing investigation file and lodging findings with the Department for Business, Innovation and Skills

Required by statute

Required by statute

Statutory and compliance

Initial letters and notifications

- Preparing and issuing all necessary initial letters and notices regarding the administration and our appointment.

Work is required by statute and for the proper management of the case

Required by statute

Remuneration report

- Preparing and circulating to creditors a report giving details of the work we expect to carry out during the case and the expenses that are likely to be incurred
- Preparing documents and information for the purpose of obtaining approval to fees, Category 2 disbursements and other matters in the administration

Proposals and their approval

- Drafting and reviewing a statement of Proposals to creditors including preparing receipts and payments accounts and statutory information;
- Circulating notice of the Proposals to creditors, members and the Registrar of Companies;
- Seeking approval of the Proposals by deemed approval and filing relevant documents once these were deemed approved

Case reviews

- Conducting 6 month case review.

Progress reports

- Preparing and issuing a first and final progress report to creditors and the Registrar.

Other statutory and compliance

- Filing of documents;
- Updating checklists and diary management systems.

Strategy and planning

Case progression and closure

- Maintaining fee budgets & monitoring costs;

Controls efficiencies, time costs and ensures continued case progression towards closure; Undertaking statutory accounting duties; and Proper stewardship of funds on behalf of the

Controls efficiencies, time costs and ensures continued case progression towards closure.
Required by statute

- Holding team meetings and discussions regarding status of administration and closure strategies.
- Completing checklists and diary management system.

creditors.

Tax and VAT

Tax

- Carrying out initial tax review and subsequent enquiries.
- Preparing and submitting pre and post administration corporation tax returns;

Required by statute
Ensures the correct amount of tax is paid, and tax expenses mitigated where possible.

Required by statute
Ensures the correct amount of tax is paid, and tax expenses mitigated where possible.

VAT

- Dealing with removal of Company from VAT group;
- Dealing with subsequent VAT registration of the Company under its own VAT registration;
- Completion of one post appointment VAT return;
- Deregistering the Company for VAT purposes.

Our future work

Strategy and planning

Closure

- Filing the first and final report and notice of moving the Company to dissolution with the Registrar of Companies and filing with Court;
- Closing down internal systems.

Controls efficiencies, time costs and ensures continued case progression towards closure; Undertaking statutory accounting duties; and Proper stewardship of funds on behalf of the creditors.

Controls efficiencies, time costs and ensures continued case progression towards closure.
Required by statute

Payments to associates

No payments have been made to associates or any party who could reasonably be perceived as an associate during the period of this report. Relevant parties have been chosen due to their specific area of expertise or technical knowledge or any other reason and payments to those parties based on standard commercial terms.

Our relationships

We have no business or personal relationships with the parties who approve our fees or who provide services to the administration where the relationship could give rise to a conflict of interest.

Details of subcontracted work

No work was subcontracted in the period covered by this report.

Legal and other professional firms

We instructed the following professionals on this case:

| Service provided | Name of firm/organisation | Reason selected | Basis of fees |
|---|--|--|--|
| Legal advice, including: <ul style="list-style-type: none">• Post sale advice and assistance reviewing relevant sale documents;• General legal advice to the Joint Administrators; and• Assistance filing documents relating to the administration where required | Eversheds Sutherland (International) LLP | Industry knowledge, insolvency expertise, and prior knowledge of the Company | Time costs and disbursements <i>Actual cost: £25,060 plus VAT</i> |

We require all third party professionals to submit time costs analyses and narrative in support of invoices rendered. We undertake the following steps to review professional firms' costs:

- Confirm the Joint Administrators issued the instructions listed on the invoice;
- Detailed review of narrative provided in support of the time charged;
- Assess whether the work was undertaken in line with our expectations, in respect of the quality and amount of time taken; and
- Assess the reasonableness of the fees charged in the context of the advice sought and complexity of the matter.

Appendix E: Pre-administration costs

The table below provides details of costs which were incurred before our appointment as Joint Administrators but with a view to the Company entering administration. Details of the work done were included in our Proposals..

| | Details of agreement including date and parties to it | Paid amount (£) | Unpaid amount (£) |
|---|---|------------------------|--------------------------|
| Our fees as Administrators-in-waiting | Engagement letter dated 6 August 2024 between the Company and the Administrators-in-waiting | Nil | 21,633.25 |
| Expenses incurred by us as Administrators-in-waiting * | N/A | N/A | N/A |
| Fees charged by other persons qualified to act as an insolvency practitioner | N/A | N/A | N/A |
| Expenses incurred by other persons qualified to act as an insolvency practitioner | N/A | N/A | N/A |
| Total | | Nil | 21,633.25 |

** Eversheds Sutherland Limited was engaged as legal advisors by NL under an engagement letter dated 29 July 2024. The fees associated with the work they performed in preparing the Company for administration in the period from 12 September 2024 to our appointment are therefore being met by NL directly and not by the Company in administration. Such fees and expenses are therefore not disclosed in the table above.*

Further detail can be found in our Proposals, however as previously stated, we have not sought recovery of these pre-administration costs.

Appendix F: Other information

| | |
|---|---|
| Court details for the administration: | High Court of Justice Business and Property Courts of England and Wales Insolvency & Companies List (ChD) CR-2024-005326 |
| Full name: | Nimbus Realisations Limited (formerly Nasstar Group Limited) |
| Trading name: | Not applicable |
| Registered number: | 11334361 |
| Registered address: | c/o PwC, 8th Floor Central Square, 29 Wellington Street, Leeds LS1 4DL |
| Date of the Joint Administrators' appointment: | 13 September 2024 |
| Administrators' names and addresses: | Mark James Tobias Banfield - 7 More London Riverside, London, SE1 2RT Zelf Hussain - 7 More London Riverside, London, England, SE1 2RT |
| Appointer's/applicant's name and address: | Company's sole director Michael Paul Cosgrave of Melbourne House Brandy Carr Road, Wakefield, West Yorkshire, United Kingdom, WF2 0UG |
