
***Palmer & Harvey (Holdings) plc (in
administration)***

**Remuneration Report: Initial Information to
Creditors**

15 June 2018



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1 Abbreviations and definitions

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

Abbreviation or definition	Meaning
ABLs	Asset Based Lenders, namely Barclays Bank Plc, HSBC Invoice Finance (UK) Limited, PNC Business Credit (a trading name of PNC Financial Services UK Limited), RBS Invoice Finance Limited and Santander UK Plc
the Administrators / we / us / our	Matthew Boyd Callaghan, Ian David Green and Zelf Hussain
the Company	Palmer & Harvey (Holdings) plc
Firm	PricewaterhouseCoopers LLP
IA86	Insolvency Act 1986
IR16	Insolvency (England and Wales) Rules 2016
Preferential creditors	Creditors with claims for: <ol style="list-style-type: none">1. unpaid wages for the whole or any part of the period of four months before 28 November 2017 (up to a maximum of £800);2. accrued holiday pay for any period before 28 November 2018; and3. unpaid pension contributions in certain circumstances.
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
RPS	Redundancy Payments Service (part of the Insolvency Service, an executive agency of the Department for Business, Energy & Industrial Strategy)
Secured creditors	Creditors with security in respect of their debt, in accordance with Section 248 IA86
SIP	Statement of Insolvency Practice (issued by regulatory authorities, setting out principles and key compliance standards with which insolvency practitioners are required to comply)
Tobacco Companies	Imperial Brands Finance Plc and Gallaher Limited
Unsecured creditors	Creditors who are neither secured nor preferential

Matthew B Callaghan, Zelf Hussain and Ian D Green have been appointed as joint administrators of the Company to manage its affairs, business and property as its agents and act without personal liability. All 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.

2 Fixing the basis of our remuneration

2.1 Purpose of this report

If a company or individual is facing financial difficulty they may enter a formal insolvency process under the control of an independent external person (an insolvency practitioner). The costs of the proceedings are paid out of the assets of the company or the individual's estate and include the insolvency practitioner's remuneration, which in this case would be our fees for acting as joint administrators.

We must seek approval to the basis of our remuneration before it is paid and provide the fee approving body with sufficient information for them to make a decision. Insolvency law determines who the fee approving body is (and it depends on the circumstances of the case), but it's usually those creditors who have a direct interest in the amount paid because it impacts on how much those creditors recover.

Changes to insolvency legislation on 1 October 2015 also now require us to give all known creditors details of the work we expect to carry out during the case and the expenses that are likely to be incurred. Also, if our fees are proposed to include remuneration calculated on a time costs basis, we must provide an estimate of those fees. This report provides all this information and details of where further information can be obtained.

2.2 Action required by you

The following table gives our current estimates on the likely return for the various classes of creditors. We caution creditors against using data in this report 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 report.

The dividend prospects estimated below should not be used as the main basis for any bad debt provision or debt trading.

Table 1 – dividend prospects

<i>Class of creditor</i>	<i>Forecast return</i>	<i>Timing</i>
Secured creditors *		
ABLs	73-100%	6 - 12 months
Tobacco Companies	0-58%	6 - 12 months
Preferential creditors	N/A	N/A
Unsecured creditors	Nil	N/A

**Figures above are shown as the forecasted returns based on a cross guarantee basis, and do not reflect the actual realisations and distributions from the Company.*

We confirmed in our statement of proposals dated 18 January 2018 that we believe there will be no funds to distribute to unsecured creditors.

Therefore if no committee is appointed, the secured creditors have the responsibility for fixing the basis of our fees and Category 2 disbursements (as defined in Section 4.1). We will seek such fee approval separately in due course. The secured creditors are the ABLs and the Tobacco Companies.

This Remuneration Report is therefore for information purposes only and no action is required.

Creditors' rights

You can find information on administrators' fees and your rights at

<https://www.icaew.com/-/media/corporate/files/technical/insolvency/creditors-guides/2017/administration-creditor-fee-guide-6-april-2017.ashx?la=en>

2.3 How fees are calculated

Insolvency law currently allows fees to be calculated in three ways:

- As a percentage of the value of the property which we deal with (often referred to as a “percentage basis”);
- By reference to the time properly given by us and our staff attending to the matters arising (“time costs basis”); or
- A set amount (a fixed fee).

The basis of our fees can be a combination of the above and different bases can be used for different parts of our work. The fee approving body decides which basis (or combination of bases) should be used to calculate fees, once it is satisfied that the fee basis proposed represents the most appropriate mechanism in the circumstances of the case.

2.4 The proposed basis of fees

In this case we are proposing that our remuneration is a fixed fee for the work described below and for the following reasons:

- The majority of our work has either been completed or can be reasonably estimated;
- The only class of creditor impacted by our remuneration is the secured creditors, due to the high level of debt they are owed;
- A fixed fee provides certainty of outcome to the secured creditors; and
- We have and will continue to report separately to the secured creditors on the projected outcome of the administration including details of our remuneration (and provide such additional information as they require). Accordingly, a fixed fee avoids the additional costs associated with a time cost basis (specifically the requirements for detailed fee reporting to classes of creditors that have no financial interest in the matter).

We will be proposing a fixed fee of £28,679 plus VAT, in relation to the Company, except for the ‘excluded work’ described below.

2.5 Excluded work

It will be proposed to the secured creditors that the fixed fee represents remuneration for all our work performed as administrators of the Company (being all work to date and all future work), with the exception of the potential future investigatory and related work as noted below (“the Excluded Work”).

As administrators we have a duty to review the Company’s affairs and identify what potential assets there are and what recoveries may be made. This typically involves some preliminary investigations and an initial assessment prior to consultation (where practical to do so) with those classes of creditors who would benefit from any recoveries.

In this case, we have completed our initial assessment and intend to consult with the affected secured creditors with a view to agreeing the scope of any future work, such as any recovery action. This will include a proposal for our remuneration for this area of work, which is specifically excluded from the above fixed fee. We have excluded this area of work from our fixed fee because we are not presently able to assess with any certainty the level of work involved or what the quantum of any recoveries might be.

2.6 Variations to our remuneration

The proposed fixed fee basis is considered to be the most appropriate in the circumstances of this case, including by reference to the following:

- the complexity (or otherwise) of the case;
- any exceptional responsibility falling on us;
- the effectiveness with which we are carrying out, or to have carried out, our duties; and
- the value and nature of the property with which we have to deal.

The amount of the fee will not vary if the scope of our work changes or additional work becomes necessary, subject to the above mentioned Excluded Work. However, creditors should be assured that the agreement of a fixed fee will not affect the proper conduct of the administration. If, after the basis of our remuneration has been fixed, there is a material and substantial change in the circumstances which were taken into account in fixing it, we may request that the basis be changed. Consent for any change is usually sought from the fee approving body (in this case the secured creditors).

3 Work we propose to undertake

The following table provides details of the work we propose to do (indicated by →), have already done (✓) or which is in progress (□). It provides a brief summary for each category rather than an exhaustive list of all possible tasks.

Table 3 – Work we propose to do

Category of work	General description	Work included
Creditors	Creditor enquiries	<ul style="list-style-type: none"> Setting up a dedicated website for delivery of initial and ongoing communications and reports ✓ Receiving and following up creditor enquiries via telephone, email and post □ Reviewing and preparing correspondence to creditors and their representatives □ Receipting and filing proofs of debt when not related to a dividend □
	Secured creditors	<ul style="list-style-type: none"> Notifying secured creditors of appointment ✓ Preparing reports to secured creditors □ Responding to secured creditor queries □ Making distributions in accordance with security entitlements →
	Shareholder enquiries	<ul style="list-style-type: none"> Responding to any shareholder queries □
Investigations	Conducting investigations	<ul style="list-style-type: none"> Collecting company books and records where related to investigatory work ✓ Reviewing books and records ✓ Preparing investigation file and lodging findings with the Department for Business, Innovation and Skills ✓ Dealing with queries from the Insolvency Service □
Statutory and compliance	Initial letters and notifications	<ul style="list-style-type: none"> Preparing and issuing all necessary initial letters and notices regarding the administration and our appointment ✓
	Remuneration report	<ul style="list-style-type: none"> 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. □
	Case reviews	<ul style="list-style-type: none"> Conducting case reviews after the first month, then every six months □
	Administrators' proposals	<ul style="list-style-type: none"> 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
	Progress reports and extensions	<ul style="list-style-type: none"> Preparing and issuing periodic progress reports to creditors and the Registrar □ Making applications to creditors or court for the extension of the administration and filing relevant notices →
	Other meetings / resolutions	<ul style="list-style-type: none"> Preparing documents and information for the purpose of obtaining approval to fees, Category 2 disbursements and other matters in the administration □
	Books and records	<ul style="list-style-type: none"> Collecting company books and records where not related to investigatory work ✓ Dealing with records in storage □ Sending job files to storage →

	Other statutory and compliance	<ul style="list-style-type: none"> Filing of documents <input type="checkbox"/> Updating checklists and diary management system <input type="checkbox"/>
Tax & VAT	Tax	<ul style="list-style-type: none"> Gathering information for the initial tax review ✓ Carrying out tax review and subsequent enquiries ✓ Preparing tax computations → Liaising with HMRC →
	VAT	<ul style="list-style-type: none"> Gathering information for the initial VAT review ✓ Carrying out VAT review and subsequent enquiries ✓ Preparing VAT returns <input type="checkbox"/> Liaising with HMRC →
Administration	Strategy and planning	<ul style="list-style-type: none"> Completing tasks relating to job acceptance ✓ Preparing fee budgets & monitoring cost <input type="checkbox"/> Holding team meetings not relating to trading and discussions regarding status of administration <input type="checkbox"/>
	Closure procedures	<ul style="list-style-type: none"> Completing checklists and diary management system → Closing down internal systems →

Included in the above table are tasks that we must perform that may not directly benefit creditors financially. These typically relate to fulfilling obligations imposed by statute or regulatory bodies; or are tasks necessary or incidental in the orderly winding up of the Company's affairs.

4 Expenses

4.1 What is an expense?

Expenses are defined in SIP9 as amounts properly payable by the office holder from the estate which are not office holders' remuneration or a distribution to creditors. These include disbursements, which are expenses met by and reimbursed to an office holder in connection with an insolvency appointment. They fall into two categories: Category 1 and Category 2:

Disbursement	SIP9 definition
Category 1	Payments to independent third parties where there is specific expenditure directly referable to the appointment in question.
Category 2	Costs that are directly referable to the appointment in question but not to a payment to an independent third party. They may include shared or allocated costs that may be incurred by the office holder or their firm, and that can be allocated to the appointment on a proper and reasonable basis.

Our firm's disbursements policy allows for all properly incurred expenses to be recharged to the case. We don't need approval from creditors to draw Category 1 disbursements as these have all been provided by third parties, but we do need approval to draw Category 2 disbursements as these are for services provided by our firm. The body of creditors who approve our fees also have responsibility for agreeing the policies for the payment of Category 2 disbursements, which in this case are as follows:

Photocopying At 5 pence per sheet copied, only charged for circulars to creditors and other bulk copying.

Mileage At a maximum of 71 pence per mile (up to 2,000cc) or 93 pence per mile (over 2,000cc).

4.2 Our expenses estimate

The following table shows expenses incurred to date and an estimate of further expenses we consider will be (or are likely to be) incurred.

The total expenses estimate for the case is £70,947.90.

The estimate excludes any potential tax liabilities that may be payable as an expense of the administration in due course because amounts due will depend on the position at the end of the tax accounting period.

Our expenses estimate includes pre-administration costs that (if approved) would be payable as an expense of the administration and which were explained in more detail in our proposals dated 18 January 2018. Whilst pre-administration costs are subject to approval in the same manner as our remuneration, they do not form part of our remuneration in relation to our work as joint administrators following our appointment.

Table 5 – Expenses estimate

Nature of Expense	Purpose of Expense	Incurred to Date	Estimated future expense
Bank charges	CHAPS payments	-	15.00
Office holders fees	Administrators' fees - based on a fixed fee basis	- *	28,679.00
Office holders expenses	Expenses incurred by the administrators directly and recharged to the company	351.00	250.00
Legal fees and disbursements	Costs for dealing with a variety of tasks and issues including (but not limited to): Retention of Title, Supplier and creditor claims, Debtor disputes, Property issues, Sale of IP, Security validation and Pension matters.	- **	23,000.00
Insurance	Directors & Office holders insurance policy payment of outstanding premium	14,000.00	-
Pre administration costs	Contingency planning work undertaken with a view to the insolvency appointment	4,464.90	-

* Office holders fees are shown as Estimated future expenses as formal approval has not yet been sought from the relevant fee approving bodies.

** Legal fees and disbursements as none have been paid to date from this company these are all showing on the Estimated future expense

*** Please note the above table excludes any tax liabilities that will not be known until the tax period ends and calculations are completed

5 Professionals and subcontractors

The following table provides details on the use of sub-contractors (work we could have done, but have outsourced).

Table 6 – Professionals and subcontractors

Services Provided	Name of Firm	Reason Selected	Basis of fee
Legal	DLA Piper UK LLP	Industry knowledge	Time cost and disbursements
Legal	Ashurst LLP	Industry knowledge and previous company knowledge	Time cost and disbursements
Legal	Hogan Lovells International LLP	Industry knowledge and previous company knowledge	Time cost and disbursements

We require all third party professionals to submit time costs analyses and narrative in support of invoices rendered. We undertake a review of the narrative, work undertaken, time charged and value added in respect of professional firms' costs.

6 Notes and assumptions

6.1 Fixed fee

We have made the following key assumptions:

- We have assumed the administration will last between one and two years.
- Only one extension will be required to the statutory one year period of the administration, which can be granted by the appropriate class(es) of creditors.
- We have assumed that any additional further work that becomes necessary or beneficial, is not so excessive such that it would have impacted on the appropriateness of a fixed fee basis or the amount of that fee.

6.2 Expenses

We have made the following key assumptions:

- No additional assets will come to light which will require legal or agent assistance.
- No additional assets will come to light that will require insurance.
- The expenses detailed do not include any Excluded Work.

6.3 Associates

The Administrators have no business or personal relationships with parties responsible for approving remuneration or who provide services to the Administrators in respect of the appointment where the relationship could give rise to a conflict of interest.