



Claim No.: CR-2021-000584

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

CR-2021-000584

Before: Sir Alastair Norris

Date: 30 March 2021

IN THE MATTER OF ALL SCHEME LTD

AND IN THE MATTER OF THE COMPANIES ACT 2006

ORDER

UPON THE APPLICATION by Part 8 Claim Form dated 25 March 2021 (the **Claim Form**) of ALL Scheme Ltd, a company incorporated in England and Wales with registered number 13116075 (the **Company**), whose registered office is at Nova, 118-128 Commercial Road, Bournemouth, United Kingdom, BH2 5LT

AND UPON HEARING Robin Dicker QC and Conor McLaughlin, Counsel for the Company and Richard Fisher QC, Counsel for certain Scheme Creditors

AND UPON READING the draft document (the **Scheme Document**) containing the terms of the proposed scheme of arrangement to be made between the Company and its Scheme Creditors pursuant to Part 26 of the Companies Act 2006 (the **Scheme**) and the proposed explanatory statement in relation thereto pursuant to section 897 of the Companies Act 2006 (the **Explanatory Statement**)

AND UPON READING the evidence filed

AND UPON the Court determining that in this Order, save where terms are otherwise expressly defined, the definitions, abbreviations, words and phrases shall have the meanings ascribed to them in the Scheme Document

IT IS ORDERED AND DIRECTED that:

1. The Company be at liberty to convene a single meeting of the Scheme Creditors (the **Creditors' Meeting**) for the purpose of considering, and if thought fit, approving, with or without modification, the Scheme in substantially the form set out in the Scheme Document.
2. The Creditors' Meeting be held on 12 May 2021 commencing at, or as soon as reasonably practicable after, 10am (or such other time or date as the Company may decide and notify to the Scheme Creditors).
3. The Creditors' Meeting be held virtually by webinar, with Scheme Creditors able to dial into a simultaneous telephone conferencing system in such a manner that the Scheme Creditors can see and hear each other, ask questions and express opinions at the Creditors' Meeting.
4. As soon as reasonably practicable after this Order is made, the Company shall:
 - (a) make available to read and download on www.amigoscheme.co.uk (the **Scheme Website**) a copy of:
 - (i) the Explanatory Statement;
 - (ii) the Scheme Document;
 - (iii) this Order; and
 - (iv) the notice convening the Creditors' Meeting,(together, the **Documents**), so that the Documents are available to each of the Scheme Creditors from the moment they are uploaded onto the site; and
 - (b) make available on the Scheme Website, with guidance notes for the operation thereof, a designated portal for Scheme Creditors to appoint the Chairperson (as defined in paragraph 11 below) or any other person (a **Third Party Proxy**) as their proxy at the Creditors' Meeting and give voting instructions (the **Voting Portal**).
5. The Company be at liberty to:

- (a) distribute the Documents in the form or substantially in the form of the drafts submitted to the Court; and
- (b) launch the designated portal referred to in paragraph 4(b) above in the form or substantially in the form as described to the Court,

subject to completion of blanks and minor immaterial modifications as may be necessary or desirable to reflect the judgment of Sir Alastair Norris as advised by solicitors and Counsel.

6. The Documents will be distributed to the Scheme Creditors by publication on the Scheme Website. Any supplemental information not included in the Documents which the Company may wish to provide to the Scheme Creditors in advance of the Creditors' Meeting shall be provided to Scheme Creditors through the Scheme Website by no later than 5:00 p.m. on the day which is one Business Day before the Creditors' Meeting (or any adjournment thereof).
7. As soon as reasonably practicable after this Order is made, a notice of the Creditors' Meeting will be:
 - (a) sent by email and/or SMS to each person whom the Company believes may be a Scheme Creditor; and
 - (b) given by advertisement in the Daily Mirror and the Daily Mail (including Scottish and Northern Irish editions),inviting Scheme Creditors to consult the Scheme Website and stating that the Documents may be downloaded from the Scheme Website.
8. Until the date of the Creditors' Meeting, Scheme Creditors shall be able to request hard copies of the Documents from the Company by emailing amigoscheme@amigoloans.co.uk and shall be provided with them free of charge.
9. Unless the Court orders otherwise, the accidental omission to provide the Documents to any Scheme Creditor, or the non-receipt by any

Scheme Creditor of the Documents, shall not invalidate the proceedings at the Creditors' Meeting.

10. Scheme Creditors wishing to vote at the Creditors' Meeting may attend the Creditors' Meeting and vote in person. Alternatively, Scheme Creditors may appoint the Chairperson or a Third Party Proxy to be their proxy at the Creditors' Meeting by providing voting instructions through the Voting Portal before 5pm on 10 May 2021 in accordance with instructions communicated to them by the Company.
11. Jamie Drummond-Smith, or if he is unable to so act, any other person appointed by the Company, shall act as chairperson of the Creditors' Meeting (and any adjournment thereof) (the **Chairperson**).
12. The Chairperson shall:
 - (a) oversee voting;
 - (b) have discretion (without prejudice to the generality of paragraph 12(d) below) to accept late instructions for the appointment of proxies (but, for the avoidance of doubt, provided that the instruction is received before the Chairperson puts the resolution to approve the Scheme to a vote at the Creditors' Meeting);
 - (c) be at liberty to determine the value of a Scheme Creditor's claim under the Scheme for voting purposes in accordance with paragraph 13 below;
 - (d) be entitled to rely on a Scheme Creditor's confirmations and instructions submitted through the Voting Portal as a warranty that such confirmations and instructions have been duly authorised by the relevant Scheme Creditor without further investigation;
 - (e) be at liberty, but under no obligation, to permit the attendance of persons who are not otherwise entitled to attend and vote at

the Creditors' Meeting, provided that such a person shall not be entitled to speak or otherwise submit questions at such Creditors' Meeting without the permission of the Chairperson;

- (f) be at liberty, but under no obligation, to exclude from the Creditors' Meeting any person who is not a Scheme Creditor or a person invited to attend the Creditors' Meeting by the Company; and
 - (g) be entitled (without the consent of the Scheme Creditors) to adjourn the Creditors' Meeting (and any adjourned Creditors' Meeting) to such new date and time as the Chairperson shall decide by giving notice to the Scheme Creditors in the same manner as notice was given to them of the original date and time of the Creditors' Meeting.
13. The claim of a Scheme Creditor for voting purposes shall be calculated by the Company in the manner set out in paragraph 9.8 of Part B of the Explanatory Statement.
 14. A Scheme Creditor be entitled to appoint a Third Party Proxy as their proxy, and be entitled to provide in the appointment that the Third Party Proxy may vote in the Third Party Proxy's absolute discretion.
 15. Any Third Party Proxy appointed as proxy for a Scheme Creditor be entitled to attend and participate in the Creditors' Meeting.
 16. The Chairperson be directed to file a report with the Court on the Creditors' Meeting and the voting prior to the hearing of the application for sanction of the Scheme (assuming the requisite statutory majorities are obtained at the Creditors' Meeting).
 17. The Claim Form be adjourned generally with liberty to the Company to restore it.
 18. If the Scheme is approved at the Creditors' Meeting by the required statutory majorities, the Claim Form be restored and a further Court

hearing at which the Company shall seek the sanction by the Court of the Scheme be listed on 19 May 2021 (the ***Sanction Hearing***).

19. The Chairperson and the Company be at liberty to apply for such further directions in this matter as may be necessary or appropriate.
20. Costs reserved to the Sanction Hearing.

Service of this Order

The Court has provided a sealed copy of this Order to the serving party:

Freshfields Bruckhaus Deringer LLP at 100 Bishopsgate, London EC2P 2SR.

Reference: NAG/RPT:174668-0001

Telephone: 020 7936 4000