

## **NOTICE OF DECISIONS BEING SOUGHT TO BE MADE BY A DECISION PROCEDURE – VIRTUAL MEETING**

### **RAMBLER METALS AND MINING PLC (Registered number: 05101822) (“the Company”)**

This notice is given pursuant to Section 246ZE of the Insolvency Act 1986 (“the Act”) and Rule 15.8 of Part 15 of the Insolvency (England and Wales) Rules 2016 (“the Rules”).

### **THE PROPOSED DECISIONS**

In their capacity as the chair of the Company’s Board of Directors, (“the Convener”), gives notice that the following decisions are to be sought at a virtual meeting:

1. That creditors decide on the nomination of Joint Liquidators. It is proposed that Paul Cooper and Adam Shama, both of Begbies Traynor (London) LLP, be appointed to act as Joint Liquidators of the Company.
2. That any act required or authorised under any enactment to be done by the Joint Liquidators, may be done by all or any one or more of the persons holding the office of liquidator from time to time.
3. That the unpaid pre-appointment costs as detailed below be approved for payment as an expense of the liquidation.
4. That the Joint Liquidators remuneration be fixed by reference to the time spent by them and their staff in attending to matters arising in the winding-up, as detailed in the fees estimate/information provided to creditors with the Decisions Notice to creditors, and that the Liquidators be authorised to draw their remuneration on account as and when funds permit.
5. That the Joint Liquidators be authorised to draw expenses for services provided by their firm and/or entities within the Begbies Traynor group, in accordance with their firm’s policy, details of which are contained in the report prepared and issued with this notice.
6. Whether a liquidation committee should be established if sufficient creditors are willing to be members of a committee and if so, who the creditors’ wish to nominate for membership of the committee.

### **Resolution that the Company be wound up voluntarily**

The resolution that the Company be wound up voluntarily will be considered by the members on the Decision Date.

### **Meeting arrangements**

The Virtual Meeting of creditors will be held on 3 May 2023 at 4:30pm. It is proposed that the Virtual Meeting will be held by via Microsoft Teams, hosted by Begbies Traynor (London) LLP. For security reasons and to limit access to only those who are entitled to participate in the Decision Procedure, if you wish to join the meeting, for access details, please telephone James Allen of Begbies Traynor (London) LLP on 020 7400 7900 quoting reference PC/JA/TH/RA407CVL, or by email at AS-Team@btguk.com.

### **Entitlement to vote**

In order to be entitled to attend and vote at the virtual meeting (either in person or by proxy), creditors must have submitted a proof in respect of their claim (unless a proof has already been submitted) to the Convener via the contact details at the end of this notice, by no later than 4pm on 2 May 2023.

Any creditor entitled to attend and vote at the virtual meeting is entitled to do so either by telephone or by proxy and a form of proxy is enclosed with the letter accompanying this notice. If you cannot attend by telephone and wish to be represented at the meeting, a completed proxy form must be delivered to the Convener via the contact details below, prior to the meeting.

Any creditor entitled to attend and vote at the Virtual Meeting is entitled to do so either in person or by proxy and a form of proxy is enclosed with the letter accompanying this notice. If you cannot attend and wish to be represented at the meeting, a completed proxy form must be delivered to the Convener via the contact details below, prior to the meeting.

### **Suspension and/or adjournment of the virtual meeting**

Please note that the Virtual Meeting may be suspended or adjourned by the chair of the meeting and must be adjourned if it is so resolved at the meeting.

### **Liquidation committee – nominations**

In relation to the proposed decision set out above concerning the formation of a liquidation committee, please note that where a creditor is not attending the virtual meeting by telephone and is instead appointing the chair of the meeting as their proxy-holder, any nominations for membership of the committee must be received by the Convener prior to the meeting. Nominations for membership of the committee can be made on the proxy form accompanying this notice. Where a creditor or their proxy-holder is attending the meeting in person, nominations for membership of the committee can be made at the meeting itself.

Nominations for membership will only be accepted if the Convener is satisfied as to the nominee's eligibility to be a member of a committee under Rule 17.4 of the Rules.

### **Pre-appointment costs**

Begbies Traynor has incurred costs in assisting the director in preparing a statement of affairs for the Company and also in seeking a decision from the Company's creditors on the nomination of liquidators.

The services provided by Begbies Traynor were requested by the directors and given for the benefit of creditors of the Company. The Rules provide that any reasonable and necessary expenses associated with these services may be paid out of the Company's assets after the commencement of the liquidation as an expense of it. If approval for payment of the costs as an expense of the liquidation is sought, this must be from any liquidation committee (if appointed) or if no committee is formed, from creditors. To assist creditors in their consideration of such costs, further details of the work involved is provided in the covering letter accompanying this notice.

The following pre-appointment costs were approved by the Directors on behalf of the Company and a decision is now being sought to approve payment of the same as an expense of the liquidation:

- Preparation of the Statement of Affairs;
- Seeking a decision of the Company's creditors on the nomination of Joint Liquidators; and
- Assistance with the preparation of the report to creditors on the Company's financial position.

### **Post appointment costs**

The joint liquidators are also seeking approval of their post appointment remuneration which they propose to draw on a fixed fee and/or percentage of realisations basis. Full details are set out in the report prepared and issued with notice of this virtual meeting.

### **Creditors with a small debt**

Any creditor whose debt may be treated as a 'small debt' of the Company (*meaning a debt not exceeding £1,000 inclusive of VAT*), must still deliver a proof in respect of their claim, whether they are attending in person or by proxy, if they wish to vote on the Proposed Decisions at the meeting.

### **Creditors who have opted out of receiving notices**

Any creditor who has opted out of receiving notices but still wishes to vote on the Proposed Decisions is entitled to do so. However, they must have delivered a proof in respect of their claim (unless a proof has already been submitted) to the Convener, whose contact details are at the end of this notice, by no later than the Decision Date, failing which their votes will be disregarded.

### **Complaint in relation to conduct of the meeting**

Any person who is permitted by the Convener to attend the meeting remotely and does so, but who considers that the arrangements made by the Convener did not enable them to attend the whole or part of the meeting, may make a complaint in accordance with Rule 15.38 of the Rules. Alternatively, any person who attends the meeting and considers that they have been adversely affected as a result of another person permitted by the Convener to attend remotely being unable to do so for the whole or part of the meeting, may also complain. Such a complaint must be made by no later than 4pm on the business day following the meeting, or where the complainant has sought an indication under Rule 15.37, by no later than 4pm on the business day following the day on which the complainant received the indication.

### **Appeal of decision of the chair of the meeting**

Pursuant to Rule 15.35 of the Rules, any creditor may apply to the court to appeal a decision of the chair of the meeting. However, an appeal must be made within 21 days of the Decision Date.

### **Requests for a physical meeting**

The Insolvency legislation provides that 10% in value of creditors, 10% in number of creditors, or 10 creditors, may require a physical meeting to be held to consider the Proposed Decision. Such a request must be made in writing to the Convener, via the contact details below by no later than the business day immediately before the Decision Date. In order to enable the Convener to determine whether a threshold has been met, please also provide a proof with any request.

### **Creditor information**

That Paul Cooper of 29th Floor, 40 Bank Street, London, E14 5NR, being an individual qualified to act as an insolvency practitioner in relation to the Company, will furnish creditors free of charge with such information concerning the Company's affairs as they may reasonably require during the period before the Decision Date.

### **Contact details**

Documents required to be delivered to the Convener pursuant to this notice can be sent by post to Begbies Traynor, 29th Floor, 40 Bank Street, London, E14 5NR, or alternatively by e-mail to James.Allen@btguk.com. Any person who requires further information may contact James Allen by telephone on 020 7400 7900 or alternatively by e-mail at James.Allen@btguk.com

Dated: 13 April 2023

Signed: .....  
**Toby Bradbury - Convener**