

TO ALL KNOWN CREDITORS AND MEMBERS

28 March 2024

Ref: TRS/SE/DMc/AUK  
aukadministration@uk.ey.com

Dear Sir / Madam

## **Arrival UK Ltd (In Administration) ('the Company')**

I write further to my appointment as Joint Administrator of the Company and attach a copy of my Statement of Proposals ('the Proposals') in accordance with paragraph 49 of Schedule B1 to the Insolvency Act 1986.

As you will note from the Proposals, there is no prospect of any funds becoming available to the non-preferential, unsecured creditors other than by virtue of the Prescribed Part. As a consequence, I do not propose to seek a decision on approval of the Proposals from creditors.

Creditors whose debts amount to at least 10% of total debts of the Company may requisition a decision (either by a decision procedure or deemed consent procedure) on approval of the Proposals if they deliver to me, within eight business days of the date of delivery of these Proposals, a request which fulfils the requirements of Rule 15.18 of the Insolvency (England and Wales) Rules 2016 ('the Rules'). In accordance with Rule 15.19 of the Rules, I may require a deposit as security for payment of the expenses associated with convening a decision procedure or deemed consent procedure and will not be obliged to initiate the procedure until I have received the required sum.

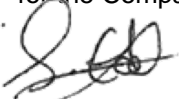
In the event that a decision is not requested by creditors under paragraph 52(2)(c) of Schedule B1 to the Insolvency Act 1986, the Proposals will be deemed to be accepted. The Joint Administrators' remuneration, Category 2 expenses and unpaid pre-administration costs, incurred with a view to the Company entering Administration, will be agreed with the secured and preferential creditors in accordance with the provisions of Rule 18.18 and Rule 3.52 of the Rules.

As the Joint Administrators propose to ask for their remuneration to be fixed on a time-cost basis, they are required to provide creditors with an estimate of the remuneration to be charged and details of expenses incurred and likely to be incurred. The information is attached as an appendix to this letter.

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 do so by emailing [aukadministration@uk.ey.com](mailto:aukadministration@uk.ey.com).

Should you have any queries relating to this letter or any other aspect of the Administration, please do not hesitate to contact Lucy McWalters by email at [aukadministration@uk.ey.com](mailto:aukadministration@uk.ey.com).

Yours faithfully  
for the Company



S J Edel  
Joint Administrator

Encs: Administrators' statement of proposals  
Fee estimate and details of expenses

S J Edel, and A M Hudson are licensed in the United Kingdom to act as Insolvency Practitioners by the Insolvency Practitioners Association. S J Woodward is licensed in the United Kingdom to act as an Insolvency Practitioner by The Institute of Chartered Accountants in England and Wales.

The affairs, business and property of the Company are being managed by the Joint Administrators, S J Edel, A M Hudson and S J Woodward 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](http://www.ey.com/uk/officeholderprivacy).

**Arrival UK Ltd ('AUK') and Arrival  
Automotive UK Limited ('AUTO') (both in  
Administration) (together 'the  
Companies')**

Joint Administrators' Statement of Proposals

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

Date of delivery of proposals to creditors 28 March 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.

It provides details of the Joint Administrators' strategies and the proposed future conduct of the Administrations.

Should you wish to discuss any aspect of this report, please contact Laura Jones by emailing [aukadministration@uk.ey.com](mailto:aukadministration@uk.ey.com).

## Abbreviations

The following abbreviations are used in this report:

AFA	Administration Funding Agreement
AMA	Accelerated M&A
Antara	Antara Capital Master Fund
Aon	Aon Risk Solutions
AUK	Arrival UK Ltd
AUTO	Arrival Automotive UK Limited
CDDA	Company Directors Disqualification Act 1986
CIM	Confidential Information Memorandum
date of appointment	5 February 2024
Directors	<b>AUK:</b> Julian Nemirovsky, Denis Sverdlov and Alexandre Zyngier. <b>AUTO:</b> Julian Nemirovsky, Denis Sverdlov and Alexandre Zyngier.
EY	Ernst & Young LLP
Freshfields	Freshfields Bruckhaus Deringer LLP
GBP [x]bn / USD [x]bn	GBP [x] billion / USD [x] billion
GBP [x]m / USD [x]m	GBP [x] million / USD [x] million
GBP [x]k / USD [x]k	GBP [x] thousand / USD [x] thousand
Gordon Brothers	Gordon Brothers International, LLC
HMRC	HM Revenue and Customs
HSBC	HSBC UK plc
IP	Intellectual property
Jefferies	Jefferies LLC, Jefferies GmbH
Kensington	Kensington Capital Acquisition Corp. V
Lloyds	Lloyds Banking Group plc
NASDAQ	National Association of Securities Dealers Automated Quotation

<b>NBO</b>	Non-Binding Offers
<b>NYSE</b>	New York Stock Exchange
<b>R&amp;D</b>	Research & development
<b>Ropes &amp; Gray</b>	Ropes & Gray International LLP
<b>ROT</b>	Retention of title
<b>RPS</b>	Redundancy Payments Service
<b>Secured Lenders</b>	Certain funds and accounts managed or advised by each of Antara Capital LP Highbridge Capital Management, LLC
<b>the Arrival Group or the Group</b>	Arrival SA Arrival Luxembourg S.à.r.l. Arrival Automotive ES SL (ES) Arrival UK Ltd Arrival Automotive UK Limited Arrival Elements B.V. (NL) Arrival Germany GmbH Arrival GE LLC (Georgia) UAB Arrival LT Arrival R Ltd Arrival Vault US Inc Arrival Automotive USA Inc. Arrival USA Inc Roborace Inc
<b>the Companies</b>	Arrival UK Ltd and Arrival Automotive UK Limited
<b>the Court</b>	The High Court of Justice Business and Property Courts of England and Wales, Insolvency and Companies List (ChD)
<b>the Joint Administrators or the Administrators</b>	Simon Edel, Alan Hudson and Sam Woodward
<b>the Proposals</b>	the Joint Administrators' Statement of Proposals
<b>the Rules</b>	The Insolvency (England & Wales) Rules 2016
<b>TSA</b>	Transitional Services Agreements
<b>US</b>	United States of America
<b>VAT</b>	Value Added Tax

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# 1. Introduction, background and circumstances giving rise to the appointments

## 1.1 Introduction

On 5 February 2024, the Companies entered Administration and Simon Edel, Alan Hudson and Sam Woodward were appointed to act as Joint Administrators of the Companies. The appointments were made by the Court under the provisions of paragraph 12(1)(b) of Schedule B1 to the Insolvency Act 1986.

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 Rules.

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

## 1.2 Background

AUK and its wholly owned subsidiary, AUTO, were incorporated on 6 March 2015 and 1 May 2019, respectively and are ultimately owned by Arrival SA, a NASDAQ listed company, registered in Luxembourg. As at the date of Administration, the Arrival Group had approximately 400 employees globally.

The Companies originally set out to develop a range of purpose-built commercial electric vehicles using flexible and sustainable manufacturing methods. Their vehicle platforms included last-mile delivery vans, intracity buses and ride-sharing passenger cars, backed by proprietary software applications, IP and patents. In 2023, in response to a challenging capital markets environment, it was announced that production would be focused on its Class 4 delivery van ('the XL Van'), to be sold in the US market. However, at the time of the Joint Administrators' appointments, production had not commenced and the Companies were pre-revenue.

AUK holds the Companies' IP for the design of electric vehicles and conducted the majority of the Companies' R&D functions. Its primary assets include IP, the equipment used to support the R&D function, proprietary software and prototype vehicles, with the Arrival Group having invested more than USD 1.5bn in R&D prior to Administration.

AUK also holds the shares for the material subsidiaries within the Arrival Group, namely Arrival Elements B.V., Arrival Germany GmbH, UAB Arrival LT, Arrival R Ltd, and Arrival Vault US Inc. A summary of the Group structure is set out at Appendix E.

AUTO undertook manufacturing for the Companies and owns the associated manufacturing equipment, leasing two micro factories in Oxfordshire. AUTO's assets comprise tooling and equipment used in the manufacturing process and other ancillary assets.

The Companies were headquartered in Banbury, with a leasehold estate portfolio of nine sites across the UK as at the date of Administration, collectively employing 170 employees in the UK on appointment.

### 1.3 Financial information

The Companies' recent unaudited management accounts are summarised below:

#### AUK

Year ended	Type audited /draft	Turnover £m	Operating profit /(loss) £m	Operating profit %	Directors' remuneration £m*	Net profit /(loss) after tax £m	Accum. reserves £m
31 December 2022	Draft	-	(562.3)	N/A	N/A	(564.9)	(260.5)
31 December 2023	Draft	0.01	(107.0)	N/A	N/A	(162.9)	(825.4)

#### AUTO

Year ended	Type audited /draft	Turnover £m	Operating profit /(loss) £m	Operating profit %	Directors' remuneration £m*	Net profit /(loss) after tax £m	Accum. reserves £m
31 December 2022	Draft	-	(60.7)	N/A	N/A	(57.4)	(27.0)
31 December 2023	Draft	0.3	(6.8)	N/A	N/A	(9.9)	(84.4)

\*Directors' remuneration was paid by Arrival SA

### 1.4 Circumstances giving rise to the appointments of the Joint Administrators

#### The Arrival Group

As referenced earlier in this report, AUK and AUTO are two of the principle operating companies within the Arrival Group. As such, the circumstances giving rise to the appointment of the Joint Administrators to the Companies are explained in the context of the Arrival Group. A group structure is provided at Appendix E to this report for reference.

As a pre-production/pre-revenue business, the Arrival Group was reliant on funding from investors to design/develop its products, with funding being raised in several approaches, including from equity from the public market and by issuing unsecured convertible bonds. Faced with increasingly challenging market and macroeconomic conditions, resulting in delays in getting its products to market, the Arrival Group took several actions in early 2023 to reduce its operating expenditures and to seek further investment to address the Arrival Group's funding requirement.

In January 2023, the Arrival Group reduced its global workforce by approximately 50%.

In April 2023, the Arrival Group reached an agreement for a proposed business combination agreement with Kensington, an NYSE-listed special purpose acquisition company, which would have delivered the Arrival Group's funding need. However, during the due diligence process which ensued, the Arrival Group was unable to provide audited accounts for the prior



financial year which Kensington required to proceed. As a result, both parties agreed to terminate the business combination agreement in July 2023.

### **Sales process and additional funding**

Following the termination of the agreement with Kensington, the Arrival Group continued to pursue alternative funding to address its liquidity need.

In August 2023, the Arrival Group entered active negotiations with a strategic financial partner to pursue a potential transaction. As part of the negotiations, the strategic financial partner provided a 'bridging' term loan facility to the Arrival Group through an affiliate whilst the terms of a potential transaction were explored. Unfortunately, negotiations with the strategic financial partner concluded unsuccessfully, resulting in the term loan facility being terminated and funds returned in late September 2023.

In late October 2023, a renewed sales and marketing process for the Arrival Group business commenced with Jefferies in New York, with outreach to 114 parties, including potential strategic partners and private equity houses, amongst others.

In November 2023, certain companies within the Arrival Group (including the Companies) and the Secured Lenders entered into a senior secured (fixed and floating charge) facilities agreement ('the Facilities Agreement'). The Senior Lenders committed to a further approximately USD 33m of funding, of which approximately USD 14.2m excluding interest had been drawn as at the date of Administration (bringing their total exposure to approximately USD 110.3m inclusive of interest) in order to maintain operations whilst a going concern sale of the Arrival Group was pursued. The conditions of the funding included a requirement that binding offers were to be received by 31 December 2023.

Arrival SA failed to make an interest payment due on 1 December 2023 in respect of the unsecured convertible bonds ('the Bonds') and subsequently defaulted, ultimately resulting in the acceleration of the Bonds on 24 January 2024.

Whilst the ongoing Jefferies marketing process did result in a number of parties expressing an interest, none resulted in an executable transaction capable of resolving the Group's liquidity problems prior to the commencement of the Administrations. However, a sale of AUTO's Autonomous Mobile Robot assets to a global automotive supplier for consideration of approximately USD 10m concluded shortly prior to the Joint Administrators' appointment. The directors received advice from The Arrival Group's financial and legal advisors at the time that this transaction represented the best value from the marketing process for these assets and it was fully supported by its Secured Lenders, who consented to security charge releases required to accommodate the sale of such assets.

### **Contingency planning**

In parallel to the ongoing sales process, EY was approached by the Secured Lenders' legal advisers, Sullivan & Cromwell LLP, in mid-December to provide a proposal for services, with an initial scope to work alongside the Companies' incumbent advisors to support the structure and execution of a potential pre-pack sale of the Companies' business.

However, once it became apparent that a concludable transaction was unlikely to occur in the short term, the Companies engaged EY in early January to undertake contingency planning for a potential insolvency appointment, in the event that a solvent transaction for the sale of the Companies could not be achieved.

Faced with increasing creditor pressure, culminating in a hearing date being announced in respect of a winding up petition previously issued in late December 2023 by a supplier against both AUK and AUTO in relation to outstanding debts totalling approximately EUR 1.5m, and in the absence of an executable offer for the Companies' business, the directors resolved to appoint Simon Edel, Alan Hudson and Sam Woodward as Joint Administrators of the Companies on 2 February 2024. The appointment was made under the provisions of

paragraph 12(1)(b) of Schedule B1 to the Insolvency Act 1986, with the Court then approving the commencement of the Administrations on 5 February 2024.

### **1.5 Pre-administration costs**

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

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

## 2. Purpose, conduct and end of Administrations

### 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 was concluded that objective (a) would not be achievable due to the scale of the Companies' liabilities, and the requirement for significant further funding to commence production and generate revenue from sales.

In this case, the Administrators are pursuing objective (b). We consider that a going concern sale of the business and/or assets of the Companies may be possible. This is being fully explored.

If objective (b) proves to be unachievable, the Joint Administrators would seek to pursue objective (c), realising assets in order to make a distribution to the secured and/or preferential creditors.

### 2.2 Conduct of the administration

#### *Initial steps taken*

Following the Joint Administrators' appointments on 5 February 2024, we have taken steps necessary to secure and safeguard the Companies' assets and retain certain employees to facilitate a potential sale of the business or specific business units which is being explored rapidly via an accelerated M&A process (see below for further details). R&D and manufacturing work ceased on appointment.

We set out below the key activities that have been pursued by the Joint Administrators following their appointments in more detail:

#### *Funding*

Funding agreements between the Companies and the Secured Lenders were entered into immediately following the appointments to ensure that the purpose of the Administration as set forth above could be achieved.

The funding provided under these agreements are limited recourse loan facilities. Advances made under these agreements rank as an expense of the Administrations for the purpose of meeting expenses of the Administrations including salaries, rent and suppliers. At the date of this report, a sum of GBP 8m for AUK and GBP 2.6m for AUTO has been drawn under these funding agreements (shown in the Receipts and Payments account prepared to 8 March 2024 as GBP 7.5m for AUK and GBP 2.6m for AUTO).

### ***Employees - UK***

As referenced in the *Funding* section of this report, the Secured Lenders have provided limited funding to enable an AMA process to be conducted by the Administrators.

Due to funding constraints, immediately upon the Administrators' appointments, 37 employees (of which 34 were employed by AUK, with three being employed by AUTO) were made redundant for economic, technical and organisational reasons thereby reducing operating costs and preserving cash whilst a purchaser for the Companies' business was sought.

133 employees (of which 128 are employed by AUK, with five being employed by AUTO) were retained, across the R&D, Finance, Operations, HR and IT functions.

Of the retained employees, five employees had resigned prior to the Administrators' appointment and were working their notice periods, however we note the following:

- Two employees left the business on 5 February 2024, being the date of the appointment;
- Two employees transitioned their roles and left the business on 9 and 16 February 2024; and
- One employee continues to serve their notice period which ends on 31 March 2024, to ensure their role is sufficiently transitioned to preserve value to the business.

A further six resignations have been accepted following the Administrators' appointments. These individuals have either left or are in the process of leaving the Companies, having completed the necessary handover.

### ***Employees – AUK subsidiaries***

In addition, there are a number of employees across the key subsidiaries of AUK in the US, Germany, Georgia and Spain identified as being critical to preserving value for both the AUK and AUTO estates, primarily to support the sales process. For this reason, TSAs with Arrival Germany GmbH, Arrival GE LLC, Arrival Automotive USA Inc and Arrival Automotive ES, S.L. were entered into to ensure continuity of services deemed critical to delivering the purpose of the Administrations. There are 148 employees across these subsidiary companies that continue to be employed by the Group pursuant to the terms of the TSAs.

The Companies' workforce and related costs are reviewed on a regular ongoing basis to ensure alignment with the Administration strategy.

### ***Sale of the business and/or assets***

As of the date of appointment, the Administrators commenced a renewed sales process for the business and/or assets of AUK and AUTO. During this sales and marketing process, we liaised with over 100 potential interested parties/investors in respect of the business and/or assets of the Companies. This sales process included any live interest from the previous sales processes the Arrival Group had run prior to the commencement of the Administrations.

Following the preliminary investor outreach, a number of parties signed non-disclosure agreements and were provided with (i) a CIM; (ii) a Phase 1 Process Letter, which outlined the accelerated timeline and process guidelines; and (iii) access to a virtual data room to enable them to conduct preliminary due diligence. The deadline for NBOs to be received was 15 February 2024.

On 15 February 2024, upon receipt of several NBOs, the offers were evaluated based on, inter alia, (i) total consideration offered, (ii) form of consideration (e.g., cash vs. non-cash vs. contingent or deferred consideration), (iii) proof of available funds, (iv) due diligence requirements and (v) timeline to and certainty of closing.

Following the evaluation of Phase 1 offers received, negotiations with selected parties continue, with the focus on seeking to complete a transaction in the coming weeks, however, we note that this process is ongoing at the time of writing and is commercially sensitive in nature. The outcome of this process will be communicated to creditors and stakeholders at the appropriate time.

### ***Suppliers***

Immediately following our appointment, the Joint Administrators' team contacted 28 key suppliers, which were identified as critical to ensure continuity of supply. Payment undertakings were provided where required to stabilise the operations of the business following appointment. These key suppliers provide licences, services and supplies relating to IT software and systems, transport and logistics, utilities, hired plant and specialist contractors. There were also certain specialist legal advisors retained for legacy knowledge in respect of specific property and IP matters relating to the Companies.

We are currently progressing one ROT claim, totalling GBP 253k and are aware of two other creditors who have notified the Joint Administrators that they believe they have a ROT claim over goods supplied to the Companies.

### ***Leasehold properties***

As at the date of Administration, AUTO had two leasehold micro factory sites in Bicester, Oxfordshire, UK. After an initial assessment of the leasehold properties by the Joint Administrators, a surrender of leasehold interest was offered to the landlord of one of the Bicester sites. The other Bicester site continues to be maintained by AUTO in order to facilitate the realisation of its tangible fixed assets.

As at the date of Administration, AUK had seven leasehold sites (for which there are 18 leases) across England, in London, Banbury, Marlow and Bicester. After an initial assessment of the leasehold properties by the Joint Administrators, surrender of leases have been offered to the landlords of five of the sites. AUK continues to maintain the main Banbury headquarters for the sales process and to facilitate realisation of tangible fixed assets. The Testing and Validation Centre Banbury ('TVC Banbury') premises was subject to an asset sale and leasehold assignment transaction which completed on 21 March 2024 for GBP 2.1m plus VAT. These proceeds were received by the Joint Administrators on 21 March 2024. To date, property costs relating to utilities of GBP 991 and legal fees in respect of the TVC Banbury transaction of GBP 1,275 have been paid for by AUK.

Letters have been issued to business rates authorities / councils for any amounts paid in advance in respect of properties that have been vacated since the date of Administration. See the Debtor Recovery section below for further details.

### ***Health & safety and Insurance***

Upon appointment, the Joint Administrators engaged Aon to arrange the Companies' insurance cover during the Administrations. Aon subsequently conducted a health and safety review of the Companies' retained leasehold premises to identify and assess any risks, with appropriate steps being taken in response to their findings.

Based on Aon's assessment, we continue to ensure that remaining leasehold premises are adequately insured and maintained throughout the Administration sales processes, in a manner compliant with health and safety regulations.

Aon continues to advise on the specific insurance cover required to be maintained following our appointment.

### ***Plant & machinery / Fixtures and fittings***

A specialist valuation firm, Gordon Brothers, has been instructed to attend the leasehold properties to undertake a valuation of the tangible assets on an in-situ and ex-situ basis. The vast majority of tangible assets (including most of the plant, machinery, equipment, fixtures, fittings, furniture, IT/computer equipment and motor vehicles) are considered to be outside the perimeter of any potential sale of business transaction. Gordon Brothers is running two auctions, the first of which took place on 20 March 2024, focused on plant and machinery belonging to AUTO. A second auction will follow thereafter which will focus on AUK and the remaining assets of AUTO. The outcome of the auctions and any other non-core asset sales will be provided in the Joint Administrators' progress report.

To the extent that there are additional tangible assets that are subsequently excluded from the sale of business, the Joint Administrators anticipate realising these either by auction or otherwise by way of private placement sales, where appropriate, in order to maximise value for creditors. This remains under review.

### ***Intellectual Property***

There is registered IP held by AUK in the form of patents, industrial designs, domain names and trademarks registered across numerous jurisdictions (namely the US, the UK, the European Union and China). AUK's 'Manufacturing and Design' IP includes robotic assembly, micro factory, composites and design suite whilst 'Product' IP includes hardware modularity, battery and flex connector, software modularity and cybersecurity.

In order to preserve the registered IP for a sale of business and/or assets, the Joint Administrators retained the services of specialist IP legal advisors and counsels of record (Kilburn & Strode LLP and Origin Ltd). Since the date of Administration, AUK has incurred costs of GBP 13k actioning renewals of existing patents as well as extensions of pending patent applications and actions in multiple jurisdictions.

### ***Debtor recoveries – intercompany loans and other debts***

Based on the Companies' books and records, we note the following debtors:

- Rates refunds;
- Employee loans;
- Pre-appointment asset sales;
- Pre-paid services not received;
- Trade receivables; and
- Related parties (intercompany loans).

We are liaising with the Companies' staff to collate the relevant information to support the recovery of the above debtors.

### ***Rates refunds***

In respect of rates, we note that AUK is due GBP 2.5m from various councils in England. This is based on a rates review performed by CBRE prior to the appointments, which indicated the Companies had overpaid for business rates in certain of its properties. Immediately following the appointment, letters were issued to these councils requesting the refunds due to the

Companies be paid to the Administration. One of the councils has confirmed that a partial refund will be made in respect of one of the properties. We continue to seek recovery of the balance of these refunds for the benefit of the estate.

We further understand that there may be potential sums due for prepaid business rates on properties which the Companies have vacated since appointment. In this regard, we are in correspondence with the applicable councils to understand the closing balance and will seek recovery where possible. Further updates as regards recoveries of rates will be provided in subsequent progress reports.

#### *Employee loans*

The books and records of AUK also indicate loans made to a number of previous and current employees of AUK prior to the Administration totalling GBP 29.6m. These loans were offered to employees as part of a share incentive scheme to purchase shares in Arrival SA and do not mature until 2027. It is understood that the majority of employees who received such a loan left the business prior to the appointments. The Joint Administrators are considering the recoverability of these loans and will update creditors in subsequent progress reports.

#### *Pre-appointment asset sales*

Our investigations indicate that there were a number of asset sales that concluded prior to the Administrators' appointment where consideration has not yet been received by the Companies. In certain cases, invoices for the agreed consideration had not been raised. Following the appointment, we have worked with the Companies' Finance team to raise invoices where required and collate the necessary supporting information to facilitate the recovery of these debtors. The book value of these receivables is approximately GBP 46k. We understand there to be a potential further sale for which the purchaser needs to be invoiced for, information however pertaining to this sale is limited and we are working to retrieve information from employee laptops who have since left the Companies to enable collection.

#### *Pre-paid services not received*

From our investigations we understand there to be one supplier who AUK prepaid for assets and installation services. However, the Company did not receive the benefit of such services. We are investigating the amount due to be refunded and have issued a letter to the debtor requesting payment.

#### *Trade receivables*

We understand that there are trade receivables due in the sum of GBP 1.3m and GBP 14k to AUK and AUTO, respectively. Following liaison with the Companies' Finance team to understand the position of these receivables and collate appropriate information for recovery, letters requesting payment of the outstanding amounts were issued to these debtors. We continue to chase these debtors for payment, however noting that there are two debtors whose sums are considerably overdue to the value of EUR 9,170 and GBP 25k in AUK and AUTO, respectively. In the period since appointment, a sum of GBP 189k has been received by AUK from pre-appointment receivable debtors.

#### *Related parties (intercompany loans)*

The books and records of the Companies indicate that AUK and AUTO were owed GBP 19.9m and GBP 11.6m respectively on a gross basis (without set off) however GBP nil and GBP nil respectively on a net basis (after taking account mutuality of set off with the corresponding debtor company), respectively, from related entities at the date of appointment. We are in correspondence with the related entities with a view to establishing

the full background to the loans advanced. However, we do not expect there to be material realisations due to the set off of balances.

### ***Taxation***

The Joint Administrators are continuing to work with the Companies staff to understand their direct and indirect tax positions. This is critical to ensure compliance and seek recoveries where appropriate and it is commercial to do so.

The tax analysis performed so far indicates the following:

- There were significant R&D expenses incurred prior to the Administrations. These are being reviewed to further understand if any recovery can be made for the benefit of creditors.
- Section 455 of the Corporation Tax Act 2010 relates to a tax charge levied on the Companies as a result of various loans made by AUK to employees in the Group who opted to purchase shares in Arrival SA. We continue to review the Section 455 charges and we will provide further updates in subsequent progress reports.

In addition, we note that the last filed corporation tax return was for the year ended December 2020 and the returns for the years between 2021 to 2023 remain outstanding. In this regard, work has commenced to bring the pre-appointment tax filings up to date to maximise any carried forward losses that may be utilised in the Administrations against any capital gains exposures on assets.

### ***IT and data retention***

Due to the nature of the Companies' business and assets, and in particular, the potential value attributed to the Companies' IP in the event of a sale of the business, the Joint Administrators have worked alongside the Companies' retained IT function to ensure that data, books and records are secured and preserved.

This work has included implementing controls to manage access to the Companies' systems and capture data from various sources including from Microsoft platforms, servers, accounting systems, HR systems, laptops and various other software used by the business.

## **2.3 *Asset realisations***

Realisations from the date of our appointments to 8 March 2024, are set out in the attached Receipts and Payments account at Appendix C and detailed below.

We note that in the period following the Receipts and Payments account (prepared to 8 March 2024) shown in Appendix C, approximately GBP 2.1m plus VAT has been received in relation to the TVC Banbury transaction referenced earlier in this report. This will be reflected in subsequent reports.

### ***Cash on appointment***

The Companies pre-appointment bank accounts were held with HSBC and Lloyds.

At the commencement of the Administration, there was GBP 140k and GBP 1.3m cash at bank for AUK and AUTO, respectively held with HSBC. The bank accounts held with Lloyds contained minimal amounts that were taken by Lloyds as bank charges. These accounts had been frozen by the banks and were not available to the Companies prior to our appointment.

We continue to liaise with HSBC and Lloyds to transfer any amounts received into the Companies' pre-appointment bank accounts into the Administration accounts.



### ***Bank interest received***

Gross interest of GBP 2,537 and GBP 1,755 for AUK and AUTO, respectively, has been earned to 8 March 2024, on the Administrators' post-appointment bank accounts.

### ***Refund of overpayment of TSA service fees***

Certain amounts associated with the TSAs (as discussed above) paid by AUK have been identified to be in excess of the services provided as a consequence of savings made. In this regard, the Administrators have reclaimed and received GBP 158k in AUK.

### ***Pre-appointment debtors***

Funds totalling GBP 188k and GBP 11k for AUK and AUTO, respectively, have been received in respect of pre-appointment debtors.

### ***Materials***

Realisations from the sale of scrap metal totalling GBP 11k for AUTO have also been generated in the period.

### ***Other assets***

Realisations from other assets in the period to 8 March 2024, totalling GBP 4,673 for AUK reflects a refund of a pre-appointment retainer for legal services (pre-payments). Further work is ongoing to recover any pre-appointment prepayments, deposits and overpayments including amounts paid.

## **2.4 Costs**

An estimate of all the anticipated costs likely to be incurred throughout the duration of the Administrations is set out in the Administrators' fee estimate dated 28 March 2024 which will be sent out to creditors under separate cover to this report.

## **2.5 Approval of the Joint Administrators' Proposals**

### **AUK**

The Joint Administrators are of the opinion that AUK will have insufficient property to enable a distribution to be made to its non-preferential, unsecured creditors other than by virtue of the Prescribed Part and consequently, in accordance with the provisions of paragraph 52(1)(b) of Schedule B1 to the Act, they do not intend to seek a decision of the creditors on the approval of the proposals.

The Joint Administrators will be obliged to seek a decision of the creditors if requested to do so by creditors of the Companies whose debts amount to at least 10% of the total debts of AUK. The request must be delivered within eight business days of the date on which these Proposals are delivered to creditors (or such longer period as the Court may allow) and must include the information required by Rule 15.18 of the Rules.

In accordance with Rule 15.19 of the Rules, the Joint Administrators may require a deposit as security for payment of the expenses associated with convening a decision procedure or deemed consent procedure and will not be obliged to initiate the procedure until they have received the required sum.

### **AUTO**

In certain scenarios it may be possible for there to be a return to non-preferential, unsecured creditors and accordingly pursuant to Paragraph 51 of Schedule B1 to the Insolvency Act 1986 and Rules 3.38, 15.7 and 15 of the Rules the 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.

### **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 estimate;
- 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 Companies entering administration, as disclosed in the Administrators' statement of expenses and Proposals.

## **2.6 Future conduct of the Administrations**

The Joint Administrators will continue to deal with the Administrations in line with the stated objective.

Future tasks will include, but are not limited to, the following:

- Monitoring the cash flow and liaising with the Secured Lenders who are funding the sales process (including the associated Joint Administrators' costs);
- Continuing to liaise with interested parties regarding a potential sale of the Companies and/or its business and assets;
- Taking all such steps as the Joint Administrators deem appropriate to realise value from the Companies' residual plant & machinery / fixtures & fittings;
- Liaising with the Companies' pre-appointment bankers to secure the release of any future receipts received into the pre-appointment bank accounts;
- Liaising with landlords and rating authorities / councils regarding the Companies' leasehold premises in attempt to recover rates prepayments and rent deposit amounts;
- Investigating the extent of any other assets or potential claims held by the Companies and pursuing recovery, where possible;
- Collect debtors and receivables due to the Companies including recovery of any outstanding balances due from related entities and tax assets;
- Reviewing and adjudicating preferential claims (as applicable);

- Distributing amounts to the secured and preferential creditors of the Companies (as applicable);
- Distributing amounts to the non-preferential, unsecured creditors of AUK under the Prescribed Part (as applicable);
- Distributing amounts to the non-preferential, unsecured creditors of AUTO, which would require an application to Court in terms of paragraph 65(3)(b) of Schedule B1 to the Insolvency Act 1986;
- Dealing with unsecured creditor queries;
- Reviewing and adjudicating unsecured creditor claims (as applicable);
- Assisting redundant employees with any claims against the RPS and/or the Companies (as applicable);
- Dealing with corporation tax and VAT matters, which includes filling statutory returns;
- Carrying out investigative procedures, including investigating the conduct of the Companies' directors leading up to the Joint Administrators' appointments in accordance with the requirements of the CDDA;
- Ensuring all statutory reporting and compliance obligations are met;
- Finalising the Administrations including payment of all Administration expenses and liabilities;
- If appropriate, take steps to place AUTO into Creditors' Voluntary Liquidation and/or place AUK into Compulsory Liquidation;
- If the Joint Administrators deem it appropriate, to seek an extension and/or further extensions to the Administrations from the Companies' creditors and/or the Court;
- At the end of the Administrations to seek a discharge order from the Court pursuant to paragraph 98 of Schedule B1 to the Insolvency Act 1986; and
- Any other actions required to be undertaken by the Joint Administrators in order to fulfil the purpose of the Administrations.

## **2.7 The end of the Administrations**

If required to enable the Administrators to complete their work to achieve the objective of the Administrations, they may seek an extension to the period of the Administrations, beyond the statutory period of one year, by consent of the secured and preferential creditors for AUK and the general body of creditors for AUTO (where applicable) or by an order of the Court.

### **AUK**

Currently, the Joint Administrators do not anticipate that there will be any assets remaining at the end of the Administration of AUK. Accordingly, it is proposed that, if at the end of the Administration AUK has no further property which might permit a distribution to their 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 AUK will be deemed to be dissolved three months after the registration of the notice.

However, in the event that the Joint Administrators need to exercise any of the powers only available to a Liquidator, then the Joint Administrators will petition the Court, pursuant to paragraph 79 of Schedule B1 to the Insolvency Act 1986, for an order to bring the Administration to an end with a consequential order for the compulsory winding up of AUK and for Simon Edel, Alan Hudson and Sam Woodward to be appointed as Joint Liquidators.

## **AUTO**

It is proposed that the Administration of AUTO will end either through a subsequent liquidation or dissolution depending on whether there are any assets remaining at the end of the Administration.

The Joint Administrators may seek to apply to Court for permission to make distributions to the non-preferential, unsecured creditors of AUTO during the Administration if considered more advantageous for creditors. In this event, the Administration will end via dissolution.

If it is not possible to distribute all available funds to creditors either during the Administration or before the end of the Administration, it is proposed that, at the end of the Administration, AUTO 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 Liquidators will be Simon Edel, Alan Hudson and Sam Woodward of Ernst & Young LLP and that any act required or authorised under any enactment to be done by the Liquidators may be done by either or all of them. In accordance with paragraph 83(7) 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

On 7 March 2024, the Companies' directors submitted a Statement of Affairs in respect of each of the Companies as at 5 February 2024. The Statements of Affairs are attached at Appendix B, including a full list of creditors.

With regard to both Companies, we would comment that, whilst a process to sell the Companies' business is ongoing, a number of the estimated asset values have yet to be determined and may be lower or higher than indicated. Similarly, a number of creditor claims have yet to be quantified and may be higher or lower than indicated.

As is usual, the values shown in the Statements of Affairs are before the associated costs of realisation. As referenced earlier in this report, an AFA was entered into with the Secured Lenders to provide funding for the sales process, the cost and repayment of which will be met from asset realisations made during the Administrations.

Following their appointments, the Joint Administrators instructed Freshfields to undertake a review of the validity of the security in relation to the secured lending to the Companies. Pursuant to section 245 of the Insolvency Act 1986, as no consideration was provided to AUTO, there is no floating charge applicable to AUTO.

Accordingly, in the AUTO Statement of Affairs, assets subject to a floating charge will be treated as uncharged assets and a Prescribed Part amount will not be set aside as there are no floating charge realisations.

In respect of AUK, the floating charge pursuant to section 245 of the Insolvency Act 1986, is limited to the consideration received being USD 22.1m.

We provide below, for information, an indication of the current position with regard to creditors' claims. The figures have been compiled by Companies' management and have not been subject to independent review or statutory audit.

### 3.2 Secured creditors

USD 110.5m (converted in the Statement of Affairs to GBP 87.3m) of principal is outstanding as at 5 February 2024 under the Facilities Agreement, secured against fixed and floating charges over all the assets of AUK and against fixed charge assets of AUTO. The Facilities Agreement was entered into with certain funds or accounts managed or advised by Antara Capital LP and Highbridge Capital Management, LLC.

An independent review of the Security has been conducted given the fact the Security was taken in November 2023.

### 3.3 Primary preferential creditors

Claims from employees in respect of accrued but unpaid arrears of pay up to £800, accrued but unpaid holiday pay and certain pension benefits, rank preferentially and in priority to other preferential creditors (see below). These claims are referred to as 'primary preferential creditors'.

The Joint Administrators estimate the amount of primary preferential creditors at the date of the appointments to be GBP 378k for AUK and GBP 32k for AUTO. This balance includes claims from the RPS where redundant employees have lodged relevant claims to the RPS following the end of their employment and the RPS has made certain payments to those employees in respect of their claims.

The primary preferential creditors of each of the Companies may receive a dividend, however this is subject to the outcome of the ongoing sales process. Should a sale be possible, it will mitigate further preferential claims to be made by the employees. A further update on the quantum and timing of any dividend payment will be provided in the Joint Administrators' first six monthly progress report.

#### **3.4 Secondary preferential creditors**

Claims from HMRC, in relation to VAT, PAYE 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'.

We estimate the amount of secondary preferential claims at the date of our appointments to be GBP 1.6m for AUK and GBP 121k for AUTO. This is subject to receiving proof of debt forms from HMRC.

The secondary preferential creditors of each of the Companies may receive a dividend, however this is subject to the outcome of the ongoing AMA process. A further update on the quantum and timing of any dividend payment will be provided in the Joint Administrators' first six monthly progress report.

#### **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 GBP 102.9m for AUK and GBP 23.1m for AUTO. The final figure for total non-preferential creditor claims will not be known until all claims have been received and adjudicated and it is possible that this figure may be higher or lower.

The Joint Administrators continue to receive claims from non-preferential, unsecured creditors.

##### **AUK**

The AMA sales process is still ongoing and therefore it is too early to be certain if there will be sufficient funds available to enable a distribution to be made to the non-preferential, unsecured creditors by way of the Prescribed Part in AUK. A further update will be provided in the Administrators' progress report to creditors.

##### **AUTO**

As noted above, the AMA sales process is still ongoing and therefore it is too early to be certain if there will be sufficient funds available to enable a distribution to be made to the non-preferential, unsecured creditors. A further update will be provided in the Administrators' progress report to creditors.

#### **3.6 Investigations**

We are reviewing the affairs of the Companies to find out if there are any actions which can be taken against third parties to increase recoveries for creditors.

In this regard, if you wish to bring to our attention any matters which you believe to be relevant, please do so by emailing [aukadministration@uk.ey.com](mailto:aukadministration@uk.ey.com).

## 4. Prescribed part

### 4.1 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.

The AMA sales process is still ongoing and therefore it is too early to be certain if there will be sufficient funds available to enable a distribution to be made to the non-preferential, unsecured creditors by way of the Prescribed Part in AUK. The Administrators will update creditors on the value of the net property of AUK (if any) and the value of the prescribed part (if any) in the first six monthly progress report.

The Joint Administrators do not currently intend to make an application to the Court under section 176A(5) of the Insolvency Act 1986 for an order not to distribute the Prescribed Part in AUK.

As noted in the *Statement of Affairs* section of this report, no floating charge security ranks in respect of AUTO. Consequently, section 176A of the Insolvency Act 1986 does not apply to this Administration and there is no Prescribed Part to be set aside for unsecured creditors.

## 5. Administrators' remuneration and expenses and payments to other professionals

### 5.1 Remuneration

The statutory provisions relating to remuneration are set out in Chapter 4, Part 18 of the Rules. 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 on the basis of time properly given by them and their staff in dealing with matters arising in the Administrations, in accordance with the fee estimates dated 28 March 2024 which are being circulated to creditors at the same time as these Proposals.

### 5.2 Disbursements

Disbursements are expenses met by and reimbursed to the Joint Administrators. They fall into two categories: Category 1 and Category 2. The fee estimates and statements of expenses dated 28 March 2024, eludes details of the Category 1 and 2 expenses which are expected to be incurred.

Category 1 expenses are payments to independent third parties where there is expenditure directly referable to the Administrations. Category 1 expenses can be drawn without prior approval.

Category 2 expenses are expenses that are directly referable to the Administrations but are not a payment to an independent third party. They may include an element of shared or allocated costs that can be allocated to the appointments on a proper and reasonable basis. Category 2 expenses require approval in the same manner as remuneration. 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 statements of expenses included in the fee estimates dated 28 March 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 their specialist knowledge of the market.

<b>Name of firm</b>	<b>Nature of service</b>
Ankura	Treasury services to the Companies
Atlanticus Advisors LLC	M&A advisors
Gordon Brothers	Plant/equipment advisors
Kilburn & Strode LLP	Patent attorney
Origin Ltd	Patent attorney
Ropes & Gray	Legal advisors
Freshfields	Legal advisors
Teacher Stern	Property lawyers



## 6. Pre administration costs

### 6.1 Pre-administration costs

The Joint Administrators are seeking approval for payment of unpaid pre-administration time costs for both AUK and AUTO totalling GBP 558k plus VAT combined, of which GBP 315k relates to time costs incurred by EY prior to the Administrations, as detailed below. The payment of unpaid pre-administration costs as expenses of the Administrations are subject to approval under Rule 3.52 of the Rules and are 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 total pre-administration costs incurred and amounts paid pre-administration is attached at Appendix D. Further information is provided below.

### 6.2 Administrators' pre-administration costs

As noted at Section 1, EY was engaged by the Companies, under an engagement agreement dated 2 January 2024, to undertake initial diligence, structure and execution support to a potential pre-pack sale which was then extended to contingency planning work for the Companies, ahead of potential Administration appointments.

The work undertaken pre-appointment related to the following:

- Liaising with the Companies' advisors to understand the work they were carrying out with respect to contingency planning and a sale of the business and assets.
- Understanding the status and progress of the ongoing sale process and discussions with the Arrival Group regarding interested parties.
- Understanding the key risks in respect of pursuing an AMA process in an administration and developing a plan to mitigate these.
- Reviewing the Companies' cashflow forecast and applying corresponding sensitivities based on latest information made available to understand the liquidity runway and funding requirements in an administration.
- Advising the Companies / Secured Lenders on the expected funding requirement based on the Companies' short-term cashflow forecast.
- Collating information from the Companies' books and records to determine the level of liabilities and creating an up-to-date list of key suppliers and potential unsecured creditors.
- Liaising with management of the Companies to determine the Companies' 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.
- Reviewing and preparing documentation for the appointments, including consents to act and associated Court documents for filing.
- Preparing documents to be issued and read to employees, media and suppliers immediately following the appointments, including scripts for employee meetings, press releases and communications to suppliers.

- Liaising with the Companies' legal advisors regarding the potential appointments of the Joint Administrators.

Undertaking the above actions has allowed for an AMA process to be run, thereby seeking to preserve value in the business in furtherance of objective (b) of paragraph 3 of Schedule B1 to the Insolvency Act 1986.

The breakdown attached at Appendix D sets out:

- The pre-appointment fees charged and expenses incurred by the Administrators.
- The pre-appointment fees charged and expenses incurred by the Ropes & Gray (see below).
- The fees charged (to the Administrators' knowledge) by any other person qualified to act as an Insolvency Practitioner (and if more than one, by each separately).
- The expenses incurred (to the Administrators' knowledge) by any other person qualified to act as an Insolvency Practitioner (and if more than one, by each separately).

In the event that a creditors' meeting is not requisitioned and a creditors' committee is not formed, the Joint Administrators will seek to have the unpaid pre-administration costs approved by the Secured Lenders and if the Joint Administrators made or intend to make a distribution to preferential creditors, the preferential creditors.

### **6.3 Pre-appointment costs incurred by Ropes & Gray**

As well as the Joint Administrators' pre-appointment fees and expenses, the Joint Administrators are also seeking approval for payment of unpaid pre-administration costs to Ropes & Gray (see below) totalling GBP 243k. 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 is not part of the Proposals subject to approval under paragraph 53 of Schedule B1 to the Insolvency Act 1986. This means that these costs must be approved separately from the Proposals and the Joint Administrators are seeking approval for the payment of these costs as a separate resolution at the same time as the fee estimates and statement of expenses are circulated under separate correspondence, in due course.

Ropes & Gray were engaged to provide legal advice in advance of the Companies entering Administration, this work included preparing the statutory documentation to place the Companies into Administration, review and input into key communications to stakeholders, and advising on employee matters, including advising the Companies' directors on the lodging of HR1 forms. Ropes & Gray's unpaid time costs for this work totalled GBP 147,965 plus VAT and GBP 95,400 plus VAT for AUK and AUTO, respectively, in the relevant pre-administration period.

## Appendix A

### Company Information

Company Name: Arrival UK Ltd (in Administration)  
 Registered Office Address: c/o Ernst & Young LLP, 1 More London Place, London, SE1 2AF  
 Registered Number: 09475811  
 Trading Name: Arrival UK Ltd  
 Former Registered Office Address: Unit 2 Banbury Cross, Southam Road, Banbury, England, OX16 2DJ

Company Name: Arrival Automotive UK Limited (in Administration)  
 Registered Office Address: c/o Ernst & Young LLP, 1 More London Place, London, SE1 2AF  
 Registered Number: 11974606  
 Trading Name: Arrival Automotive UK Limited  
 Former Registered Office Address: Unit 2 Banbury Cross, Southam Road, Banbury, England, OX16 2DJ

### Details of the Joint Administrators and of their appointments

Joint Administrators: Simon Jamie Edel, Alan Michael Hudson and Samuel James Woodward  
 Date of Appointment: 5 February 2024  
 By Whom Appointed: The appointment was made by The High Court  
 Court Reference: CR-2024-000650

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 all of them acting jointly.

### Statement concerning the EU Regulation on Insolvency Proceedings

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

### Share capital

#### AUK

Class	Authorised		Issued and fully paid	
	Number	GPB	Number	GPB
Ordinary Shares	250,197,364	250,197,364	250,197,364	250,197,364

**AUTO**

Class	Authorised		Issued and fully paid	
	Number	GBP	Number	GBP
Ordinary Shares	34,738,093	34,738,093	34,738,093	34,738,093

**Directors and secretary and their shareholdings****AUK**

Name	Director or Secretary	Date appointed	Date resigned	Current shareholding
Julian Nemirovsky	Director	16 November 2023	N/a	-
Denis Sverdlov	Director	11 July 2023	N/a	-
Alexandre Zyngier	Director	16 November 2023	N/a	-
Tim Bruce Holbrow	Director	27 September 2019	19 September 2022	-
Avinash Rugoobur	Director	28 January 2020	11 July 2023	-
Cormac Brendan McGrath	Director	19 September 2022	16 June 2023	-
Anthony Robert Julius	Director	7 April 2020	22 March 2023	-

**AUTO**

Name	Director or Secretary	Date appointed	Date resigned	Current shareholding
Julian Nemirovsky	Director	16 November 2023	N/a	-
Denis Sverdlov	Director	17 July 2023	N/a	-
Alexandre Zyngier	Director	16 November 2023	N/a	-
Tim Bruce Holbrow	Director	27 September 2019	19 September 2022	-
Avinash Rugoobur	Director	3 December 2020	17 July 2023	-
Cormac Brendan McGrath	Director	19 September 2022	16 June 2023	-

## Appendix B Directors' statement of affairs - AUK

Rule 3.30

### Statement of affairs

Name of Company Arrival UK Ltd	Company number 09475811
In the The High Court of Justice Business and Property Courts of England and Wales, Insolvency and Companies Ltd (ChD)	Court case number CR-2024-000650

(a) Insert name and  
address of registered  
office of the Company

Statement as to the affairs of (a) Arrival UK Ltd

c/o Ernst & Young LLP, 1 More London Place, London, SE1 2AF

(b) Insert date

on the (b) 5 February 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) 5 February 2024 the date that the company entered Administration.

Full name Alexandre Zyngier

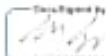
Signed   
Digitally signed by Alexandre Zyngier

Dated 07.03.2024

**A – Summary of Assets**

Assets	Book Value (£)	Estimated to Realise (£)
<b>Assets subject to fixed charge:</b>		
<b>Fixed Assets (Note 1)</b>		
<b>Tangible</b>		
Leasehold Improvements	2,212,633	Nil
Plant & Machinery	4,867,388	486,739
Tooling	7,169,583	Nil
Motor Vehicles	84,341	42,170
Computer Equipment	731,489	36,574
Furniture & Fittings	1,826,744	91,337
<b>Intangible Assets</b>		
Software	75,966	Nil
Patents	36,589	Nil
Internally Developed IP (Note 2)	15,580,919	50,000,000
	<b>32,585,651</b>	<b>50,656,821</b>
Less amounts due to secured creditors		
Secured Creditors	(87,323,024)	(87,323,024)
	<b>(54,737,372)</b>	<b>(36,666,203)</b>
<b>Surplus / (shortfall) as regards fixed charge assets carried forward</b>		
<b>Assets subject to floating charge:</b>		
Cash (Note 3)	149,146	149,146
<b>Receivables</b>		
Intercompany (Note 4)	19,903,844	Nil
Employee Loans (Note 5)	26,974,038	Nil
Other Receivables (Note 6)	2,991,594	2,692,435
Tax Receivables (Note 7)	28,742,830	Nil
Current Investments (Note 8)	127,344,881	Nil
<b>Prepayments</b>		
Services	1,271,377	Nil
Deposits (Note 9)	2,454,240	Nil
	<b>209,831,949</b>	<b>2,841,580</b>
<b>Uncharged assets:</b>		
N/A		
	<b>209,831,949</b>	<b>2,841,580</b>
<b>Estimated total assets available for preferential creditors</b>		
	<b>209,831,949</b>	<b>2,841,580</b>

Signature



Date

07.03.2024

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**A1 – Summary of Liabilities**

		Estimated to realise (£)
Estimated total assets available for preferential creditors (carried from page A)	£	2,841,580
<b>Liabilities</b>		
Preferential creditors:- Unpaid Salary & unused Holiday HMRC	£373,142 £1,629,278	
Estimated deficiency/surplus as regards preferential creditors	£	839,160
Estimated prescribed part of net property where applicable (to carry forward)	£170,832	
Estimated total assets available for floating charge holders	£	668,326
Debts secured by floating charges	£36,666,203	
Estimated deficiency/surplus of assets after floating charges	£	(36,997,875)
Estimated prescribed part of net property where applicable (brought down)	£170,832	
<b>Total assets available to unsecured creditors</b>	£	170,832
Unsecured non-preferential claims (excluding any shortfall to floating charge holders)	£102,913,343	
Estimated deficiency/surplus as regards non-preferential creditors (excluding any shortfall to floating charge holders)	£	(102,913,343)
Shortfall to floating charge holders (brought down)	£(35,997,875)	
Estimated deficiency/surplus as regards creditors	£	(138,740,386)
Issued and called up capital (including share premium)	£1,078,333,278	
Estimated total deficiency/surplus as regards members	£	(1,217,073,664)

Signature  Date 07.03.2024

**Notes**

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1. Realisable value estimated based on the category of the Asset, sale of assets is ongoing by the Administrators.
2. Book Value reflects cost for the XL Van program only. Estimated Realisable value is view of Directors for the IP of the business including IP that has a Nil NBV.
3. Estimated Realisable Value assumes no cost to realise cash.
4. No recovery assumed due to current cash liquidity of counterparty.
5. Recovery materially uncertain.
6. Other Receivables assumes 90% recovery of the balance.
7. No recovery assumed due to type of the tax receivables, this includes (R&D Tax Credits, S455, & VAT)
8. Current Investments reflects Investments in subsidiaries, due to cash liquidity in the entities, no recovery is assumed.
9. Balances held by Lessors assumed no recovery on exiting of current Leases due to rent arrears.

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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 £
Trade Creditors	See Schedule 1	19,066,682			
Intercompany		73,739,275			
HMRC	HM Revenue and Customs, BX9 1AS	10,000,930			
Pension		106,456			
<b>Total</b>		<b>102,913,343</b>			

Signature  Date 07.03.2024

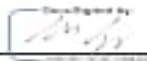
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### COMPANY SHAREHOLDERS

Name of Shareholder	Address (with postcode)	No. of shares held	Nominal Value	Details of Shares held
Artival Luxembourg Safl	50a, rue des Bruyeres L-1274 Howald LUXEMBOURG	250,197,364	£1	Ordinary Shares
		TOTALS	250,197,364	

Signature



Date

07.03.2024

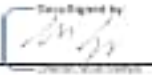
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### Employees and Former Employees

**Note:** You must include details of all monies owed to employees and former employees in this schedule and disclose the total amount in the Company Creditors sheet, described simply as "employees and former employees"

Name of creditor or claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
Unpaid Salary & Holiday Leave		£373,142			

Signature  Date 07.03.2024













Appendix B: Directors' Statement of Affairs

Name of creditor or claimant - Trade Creditors	Amount of Debt	Address	Details of any security held by creditor	Date security given	Value of security £
Shenzhen Superbat Electronics Co., Ltd.	351.42	China, 510120 7F Comprehensive Building, Jiang Hao Industrial Park, Ji Hua Rd, Ban Tian Longgang District, Shenzhen, Guangdong	-	-	-
Shred station	721.15	Osborne House, Windsor Road, Ruckweish, Nornich, NR13 6LH	-	-	-
SIOX (UK) LTD	0(0.01)	39 Hedley Road St Albans Hert AL 159N United Kingdom	-	-	-
Simens Industry Software Limited	236,653.58	Pinehurst 2 Pinehurst Road, Bramborough, UK, S14 7BF United Kingdom	-	-	-
Sinematic Automation Spedals Ltd	6(78.31)	Unit 11, Grinnell Business Centre Sandy Lane Bourne-on-Sewar O1288 07770 United Kingdom	-	-	-
Simply Bearings Ltd	1,547.00	Halton House Gwent Rd, Wey, Leigh WN7 3UJ, United Kingdom Leigh WN7 3UJ United Kingdom	-	-	-
SIPUK C/O World of Power	1,055.13	Dew Pond Lane Tongue Lane Industrial Estate Gorton SK17 7JL United Kingdom	-	-	-
Smart Techno Systems Ltd	6(573.83)	35 Fulwell Avenue North Barlinggate DE 2H5 United Kingdom	-	-	-
SMC Pneumatic (UK) Limited	3(23.48)	Vincent Avenue Crown Hill Milton Keynes MK8 3AN	-	-	-
Smiths of Bloxham	3,982.32	millen road Bloxham Banbury Oxfordshire MK43 4RD United Kingdom	-	-	-
Softex Development Corporation	88,364.47	1150 Davy Ashford Drive 128 Houston 77037 USA Minor Outlying Islands	-	-	-
Sogeti USA Inc	159,363.50	1280 Round Bottom Road Richard Wood Virginia 22060 United States	-	-	-
SOULV ENGINEERING LLC	32,443.11	YERKALYAN AVENUE, BYERBEVAN 00024 America	-	-	-
Sone Slu	6,334.94	6D Katsikaia selafige LV-1073, Latvia	-	-	-
Spartan Direct Ltd	6,480.00	Spartan House 131 Whitefields Road Solihull B91 3NY United Kingdom	-	-	-
ST Micro	88,984	Ved ut 78 1133, Capital Square building, 8F tower, Vt Road, Budapest , Hungary	-	-	-
Statista Ltd.	3,614.57	5th floor 205-215 Blackham Road, London SE1 8NL	-	-	-
Stephens Gaskell Limited	845.40	18 Hange Rd Wakefield WF1 5WJ United Kingdom	-	-	-
Stephenson Harwood LLP	4,200.00	1 Finsbury Circus London EC2M 7SH United Kingdom	-	-	-
Stonebridge Electronics	1,168.53	Quaker Rita Boulevard 28, 18973 Sola, Box 3133 18903 Sweden	-	-	-
Stony Project Ltd	5,864.89	The Linn Hall, 100-100 Regent Street, Marylebone, London, W1B 5TF	-	-	-
Studio X10 Korea, Inc.	11,790.89	117 Swatch-Oaks 77-gil, Seochon-gu, Seoul-06614	-	-	-
Superear	1,433.34	Lawrence Close, Lawrence Enterprise Park, Wakefield, WF2 7HL United Kingdom	-	-	-
Suspended Access Systems Limited	1,050.00	Balford Business Park, Unit 4, Rochester, England, ME2 3NY United Kingdom	-	-	-
Swan Partners Limited	96,387.39	One St. Paul's Churchyard, London, EC4M 8AP United Kingdom	-	-	-
Sweco UK Limited	1,194.76	1 Market Corner, Market Road, Hemel Hempstead, HP2 7RA	-	-	-
Swelbyte	2,051.39	Edsvikvagen 42 191 45, Solersta, Sweden	-	-	-
SWIFT ON LTD	6,594.00	Level 1, 115 The Strand, Tauranga, 3110, New Zealand	-	-	-
Technische Distributie UK Ltd (T/A Training Team)	1,123.00	Harman House, St. Johns Road, TURBIDGE WELLS, 194 GU24 United Kingdom	-	-	-
Technistore Ltd T/A Safety Lifting Gear	132.76	Unit 110 Rookingham Dale, Poplar Way West, Brinkley, BS11 0YW	-	-	-
Terapy Hertz Ltd (In Athens International)	40,987.32	Marven House, Ormside Drive, Darby, Ripley, DE5 5LE	-	-	-
TE Connectivity	1,616.39	PO Box 3808 Hamburg 17108 United States	-	-	-
Tech Mahindra Limited	79,309.27	401 Clifton Quay Milton Keynes MK9 1AT United Kingdom	-	-	-
TECHNIA Limited (former intynsk)	19,294.22	North House Brinkley, Rill Farm, Milton Keynes, MK11 3EW	-	-	-
Technical Cases Limited	39,520.00	Harman Street Welwyn Hatfield MK27 0JL United Kingdom	-	-	-
Tewer Clothing Ltd.	679.00	West Stone House Byley Hill Industrial Estate Orskott WV105AD United Kingdom	-	-	-
Tenneco Automotive Eastern Europe Sp. z o.o.	51,964.25	Boleslawki 50 B44-100 Gliwice Poland	-	-	-
TENNECO AUTOMOTIVE EUROPE BV	22,443.00	Tenneco Automotive Europe bv Post Sint-Truiden Sint-Jansstraat 45 300900 Sint-Truiden Belgium	-	-	-
The Chinese Pot Sverige AB	4,258.00	Silecströmen 38 S-111 30 Stockholm	-	-	-
The Copyright Licensing Agency Ltd	609.10	5th Floor Shaftesbury House 74 St Giles, 4 Bedford Square London WC1E 7EU United Kingdom	-	-	-
The MathWorks Ltd	1,800,000.00	Matica House, Cambridge Business Park, Cambridge, CB4 0HT	-	-	-
The Wang People	1,832.00	Unit 5, Quantum Business Park, Beason Hill Road, Church Crookham, Fleet, GU12 8EA	-	-	-
The Rubber Company	138.34	Rosseway Industrial Estate Gwentbridge Road, Rossey, SO81 0RH	-	-	-
The University of Sheffield - Advanced Manufacturing R	44,083.20	Wells Way, Cuddohe, Rotherham, United Kingdom	-	-	-
The WiFi Connection	1,800.00	Ground Floor, Gillingberg West, Back Lane, London, NW3 1EW	-	-	-
Thinly Work LTD	708.45	Apple Lane 25-28 Apple Lane Castle Ringwood RG2 5QL United Kingdom	-	-	-
Thorp Design & Technologies Ltd	900.00	Unit B, Cahoy Road Employment Park City Dewsbury, WF12 2TU United Kingdom	-	-	-
THRACE NINWOODENS & GEOSYNTHETICS SA	1.74	MAQRO XANTHI 87100 GREECE XANTHI 87100 Greece	-	-	-
TMB Patterns LTD	186.00	24 Blue Avenue Colley Lane Industrial Estate Hatfield Power Siemens T46 SLT	-	-	-
Toby Electronics Ltd	861.46	Beaumont Road Industrial Estate, Beaumont Road, Barking, OX18 1TU	-	-	-
TDRAV INTERNATIONAL UK LTD	3.98	Industrial Estate, Trowmoor, 20199	-	-	-
Todal Computer Networks Limited	4,542.20	Newspaper House Radford Road, Parkbridge Northamptonshire, East Midlands, NN16 8QR United Kingdom	-	-	-
Toptek Material Handling UK Limited - Direct Debt	3,086.07	708 Stirling Road, Trading Estate, Slough, SL1 4BY	-	-	-
TradeNet Design plc	996.00	1 Ashville, Alexandra Way, Ashchurch, Tewkesbury, Gloucestershire, GL20 8NL United Kingdom	-	-	-
Treacem Engineering Limited	45.00	Unit 3 Marquis Drive SWADINOOTLE, Unit 3, Deadfords, DE12 8EL, United Kingdom	-	-	-
Trecco CPG UK Limited	1,014.62	Coventry Rd, Hinxley Green, Wigan, WN2 4HT	-	-	-
Trident Frame Ltd	37,983.00	993 Howe Clay Valley Industrial Estate, Station Road, Furness Vale, High Peak, GY23 76N	-	-	-
Triplaction, Inc.	67,650.71	1801 Papa Hill Road Building 1, Park Ave California 94304 United States	-	-	-
TTI Incorporated	30,020.85	2441 North East Parkway, Fort Worth Texas 76105-1818, United States	-	-	-
TM LTD (Cambridge)	10,357.20	Granta Park, Great Abington, Cambridge, CB21 6AL United Kingdom	-	-	-
Twillix Inc.	13,169.84	375 Beale Street, Suite 300, San Francisco, CA 94108, United States	-	-	-
Uber	2,070.10	Mr. Treublaan, 7 1097 DP, Amsterdam, Netherlands	-	-	-
Union Internationale des Transports Publics	1,505.96	Rue Gaine-Blaise 6, B-1080 Brussels (Belgium)	-	-	-
United Kingdom Accreditation Services Limited (UKAS)	3,164.00	2 Pine Trees, Chertsey Lane, Shawes-Down-Thames, TW18 3HR United Kingdom	-	-	-
United Trading Solutions Ltd	824.88	C/O TROCY (UK) LTD, ESTER, ENG 2P W6 United Kingdom	-	-	-
Vacuum Furnace Engineering Limited	29,587.20	Unit 5, Hayes Trading Estate, Hingley Road, Halesowen, BS3 2RH	-	-	-
Value Products Ltd	101.09	Unit B, Sharp Rd, Sharp Road, Proke BH12 4BG	-	-	-
Vargo Technologies Oy	2,893.22	Vuorikatu 20, Helsingfors, Helsinki, Uusimaa, 00100	-	-	-
Vincity BHS	42,343.24	22 Merchandise Mart Place, Suite 1750, Chicago, 60654 United States	-	-	-
Vindex Global Ltd	14,606.89	Verde Global Ltd, View Hill Road North, Wetherby, West Yorkshire, SG21 3HN United Kingdom	-	-	-
Vizion Connect (UK) Ltd	2,112.26	Reading International Business Park, Reading RG2 6DA	-	-	-
Vitec Chromaram	450.00	16, Limehouse Road, Kingsbrook, Aylesbury, HP22 7ED, UK	-	-	-
Virgin Media Business Limited	1,500.48	500 Brook Drive, Reading, RG2 6LU	-	-	-
VIX Technology	878.64	Unit 406, Cambridge Science Park, Cambridge, CB4 0WW	-	-	-
WireAccess USA	888.70	10181 Park Run Drive, Suite 150, NV Las Vegas 89148 United States	-	-	-
Wipac Berthel Automotive Safety Systems Co. Ltd	59,557.23	China, Wuhu 19 Tieshan Road ETDA	-	-	-

Appendix B: Directors' Statement of Affairs

Name of creditor or claimant	Amount of Debt	Address	Details of any security held by creditor	Date security given	Value of security £
<b>- Trade Creditors</b>					
West Sussex county council	330,294.54	County Hall, Chichester, PO19 8JQ	-	-	-
WEX Photo Video / Warehouse Express Limited	326.82	13 Fawcett Road, Sweet Briar Ind Est, Norwich, Norfolk, NR3 2BT	-	-	-
Willow Technologies Limited	11,440.00	Unit 3 Barons Yard, Barons Arms Road, Copthorne Crawley RH10 3LH	-	-	-
Wintacorth Sherwood LLP	420.00	Magna House, 5 Montague Close, London, England, SE1 8BB	-	-	-
Witronit AB	1,560.50	Tungstenströmen 14, Västerborg Sweden 462 56, Sweden	-	-	-
Wisconsin Aluminum Foundry Company Inc.	(22,043.38)	800 S. 18th Street, Manitowish Waters WI54220, United States	-	-	-
WORKBYWORKS, INC.	3,755.14	257 17TH STREET SUITE 402, Brooklyn 11218, United States	-	-	-
Workmen LLP	340,216.82	West Sussex county council, Workmen LLP, 2nd floor, 101 Victoria Street, Bristol, BS1 8PU	-	-	-
WORLDSPAN FREIGHT SERVICES LTD	(5,566.94)	UNIT 4, HOACHVIEW BUSINESS PK, MILLHEAD WAY, PURDEYS IND. ESTATE, ROCHFORD, SS4 1LB	-	-	-
XUNRONG ZHANG	2,754.02	China, 990077, China Hongkong Room 22, 2 / F, Fu DU Building, 38 Apple STREET, MONGKOK, Kowloon, Hong Kong	-	-	-
Yasar Electronics Ltd	871.23	17 Shimon Haheri str, 6248220, Israel	-	-	-
ZP Automotive Systems Poland Sp. z o.o.	385.64	Legionów 93, Czystańskie 42-202, 42-202 Czystańskie, Poland	-	-	-
Zoom Video Communications Inc.	229,049.44	55 Almaden Blvd Ste 600, San Jose, 95113	-	-	-
ZPV Techno, s.r.o.	121,502.13	Radkov, Radkovská Račibůlkova Věžeň 756 61, Czech Republic	-	-	-
<b>TOTAL</b>	<b>19,986,861.73</b>				
<b>- Unsecured creditors</b>					
Infocompany	73,739,279.00		-	-	-
HMRC	10,500,930.00	HM Revenue & Customs, BX9 1AG	-	-	-
Royal London	106,456.00	80 Fenchurch Street, London, EC3M 4BF	-	-	-
	<b>83,846,861.00</b>				
<b>- Total non-preferential, unsecured creditors</b>					
	<b>102,913,342.73</b>				
<b>- Preferential creditors</b>					
Employees	373,142.00		-	-	-
HMRC	1,829,278.00	HM Revenue & Customs, BX9 1AG			
	<b>2,002,420.00</b>				
<b>- Secured creditors</b>					
Secured creditors	87,323,024.00		Fixed and floating charge	15/11/2023	87,323,024.00
	<b>87,323,024.00</b>				

## Appendix B Directors' statement of affairs - AUTO

Rule 3.30

### Statement of affairs

Name of Company Arrival Automotive UK Limited	Company number 11974606
In the The High Court of Justice Business and Property Courts of England and Wales, Insolvency and Companies Ltd (ChD)	Court case number CR-2024-000650

(a) Insert name and address of registered office of the Company

Statement as to the affairs of (a) Arrival Automotive UK Limited

c/o Ernst & Young LLP, 1 More London Place, London, SE1 2AF

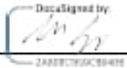
(b) Insert date

on the (b) 5 February 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) 5 February 2024 the date that the company entered Administration.

Full name Alexandre Zyngler

Signed 

Dated 07.03.2024

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**A – Summary of Assets**

Assets	Book Value (£)	Estimated to Realise (£)
<b>Assets subject to fixed charge:</b>		
<b>Fixed Assets (Note 1)</b>		
<b>Tangible</b>		
Leasehold Improvements	4,030,680	Nil
Plant & Machinery	27,342,168	2,734,217
Tooling	10,069,856	1,008,986
Computer Equipment	467,262	23,363
Furniture & Fittings	230,390	11,520
<b>Intangible</b>		
Software	104,255	Nil
	<b>42,244,610</b>	<b>3,776,085</b>
<b>Less amounts due to secured creditors</b>		
Secured Creditors	(87,323,024)	(87,323,024)
<b>Surplus / (shortfall) as regards fixed charge assets carried forward</b>	<b>(45,078,414)</b>	<b>(83,546,939)</b>
<b>Assets subject to floating charge:</b>		
Cash (Note 2)	1,326,765	1,326,765
<b>Receivables</b>		
Intercompany (Note 3)	11,647,218	Nil
Employee Loans (Note 4)	1,307,034	Nil
Other Receivables (Note 5)	62,596	62,596
Tax Receivables (Note 6)	3,301,797	Nil
<b>Prepayments</b>		
Services	12,199,521	Nil
Deposits (Note 7)	1,625,971	Nil
	<b>31,470,904</b>	<b>1,389,361</b>
<b>Uncharged assets:</b>		
N/A		
<b>Estimated total assets available for preferential creditors</b>	<b>31,470,904</b>	<b>1,389,361</b>

Signature  Date 07.03.2024

**A1 – Summary of Liabilities**

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		Estimated to realise (£)
<b>Estimated total assets available for preferential creditors (carried from page A)</b>	£	1,389,361
<b>Liabilities</b>		
Preferential creditors:-		
Unpaid Salary & unused Holiday	£28,522	
HMRC	£90,218	
<b>Estimated deficiency/surplus as regards preferential creditors</b>	£	1,270,621
Estimated prescribed part of net property where applicable (to carry forward)	£257,124	
<b>Estimated total assets available for floating charge holders</b>	£	1,013,497
Debts secured by floating charges	£83,546,939	
<b>Estimated deficiency/surplus of assets after floating charges</b>	£	(82,533,442)
Estimated prescribed part of net property where applicable (brought down)	£257,124	
<b>Total assets available to unsecured creditors</b>	£	267,124
Unsecured non-preferential claims (excluding any shortfall to floating charge holders)	£23,119,299	
<b>Estimated deficiency/surplus as regards non-preferential creditors (excluding any shortfall to floating charge holders)</b>	£	(22,862,175)
Shortfall to floating charge holders (brought down)	£82,533,442	
<b>Estimated deficiency/surplus as regards creditors</b>	£	(105,395,617)
Issued and called up capital (including share premium)	£174,252,618	
<b>Estimated total deficiency/surplus as regards members</b>	£	(279,648,235)

Signature  Date 07.03.2024

## Notes

1. Realisable value estimated based on the category of the Asset, sale of assets is ongoing by the Administrators.

ADM/1303

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2. Estimated Realisable Value assumes no cost to realise cash
3. No recovery assumed due to current cash liquidity of counterparty
4. Recovery materially uncertain.
5. Other Receivables assumes 100% recovery.
6. No recovery assumed due to type of the tax receivables, this includes (UK VAT & non UK Taxes)
7. Balances held by Lessors assumed no recovery on exiting of current Leases due to rent arrears.

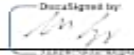
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### COMPANY CREDITORS

**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 £
Trade creditors	See Schedule 1	12,544,711			
Intercompany		10,552,589			
Pension		8,244			
HMRC	HM Revenue and Customs, BX9 1AS	13,755			
<b>Total</b>		<b>23,119,299</b>			

Signature



Date

07.03.2024

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### COMPANY SHAREHOLDERS

Name of Shareholder	Address (with postcode)	No. of shares held	Nominal Value	Details of Shares held
Arrival UK Ltd	Unit 2 Banbury Cross, Southam Road, Banbury, OX16 2DJ	34738093	£1	Ordinary Shares
<b>TOTALS</b>				

Signature  \_\_\_\_\_ Date 07.03.2024

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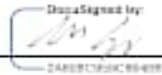


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## Employees and Former Employees

**Note:** You must include details of all monies owed to employees and former employees in this schedule and disclose the total amount in the Company Creditors sheet, described simply as "employees and former employees"

Name of creditor or claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
Unused Vacation & Unpaid Salary	N/A	28,522			

Signature  Date 07.03.2024

Name of creditor or claimant	Amount of Debt	Address	Details of any security held by creditor	Date security given	Value of security	E
<b>-Trade creditors</b>						
3DGIRE Ltd	2,569	Unit 44/45 Drumhead Road, Chorley North Industrial Estate, Chorley, Lancashire, PR5 7BK, United Kingdom	-	-	-	-
3M Automotive and Aerospace Solutions Division	23,208	Cain Road, Bracknell, Berkshire, UK, RG12 8HT	-	-	-	-
35KITTYWRAPS LTD	4,665	14 Scots Close, Northampton, NN4 7HR	-	-	-	-
AAC Cytroma Ltd	2,937	Banbury, Oxfordshire, OX16 1RU	-	-	-	-
Access Platform Sales Limited	2,280	Leewood Business Park,Upton,Huntingdon,PE28 5YQ	-	-	-	-
ACS Group - ADVANCED COMFORT SYSTEMS	241,437	5-7 rue du Moulin Jacquet,79300 Bressuire,France	-	-	-	-
Acta Nordic AB	19,949	Hammrbacken 4A,Sollentuna Stockholm 19149,Sweden	-	-	-	-
Addison Lee	4,407	37 North Wharf Road,London,W2 1AF	-	-	-	-
Adhes Technologies	1,228	44 rue de Longvic,21300 CHENOVE,France	-	-	-	-
Adler Polska Sp. z o.o	14,329	ul. Konwiskowa, 10 43-345 Siestko-Żaba,Poland	-	-	-	-
AKA Otomotiv San. ve Tic. A.Ş.	31,782	Fatih mah. Ömerköy Yolu No: 1/1 Ortanpaçi, 1600 Bursa, Turkey	-	-	-	-
All Square Limited	57,509	7 Lion Yard, Tremadoc Road, Clapham, SW4 7NQ	-	-	-	-
AMIS Maschinen-Vertrieb GmbH	573	Im Rohrbusch 15,74939 Zuzenhausen,Germany	-	-	-	-
AMW Site Services Ltd	487	Unit C2 clifford business park,Clifford Road,Stratford-upon-Avon,CV37 8HW	-	-	-	-
ANGLES TEXTIL, S.A.	3,600	C/ Josep Hereu i Aulet, 8,17160 ANGLES,Spain	-	-	-	-
AOS ONLINE LLP	316	EPSILON HOUSE, THE SQUARE, GLOUCESTER BUSINESS PARK,GLOUCESTER,GLOUCEstershire,GL3 4AD	-	-	-	-
Arrival Elements B.V.	19,024	John M. Keynesplein 12-46,1056EP Amsterdam,Netherlands	-	-	-	-
Arrival Group	1,890	-	-	-	-	-
Arrival LT, UAB	1,516	V. Sirokomiés g. 40,Nemėžiš, Vilnius r. LT-13260,Lithuania	-	-	-	-
Arrival UK Ltd	13,883	Beaumont House, Avonmore Road,London,W14 8TB	-	-	-	-
Assembly Guidance Systems, Inc.	62,139	27 Industrial Ave,Unit 4,Cheimsford MA 01824,United States	-	-	-	-
Associated Plastic Services UK Ltd	13,034	Unit J Escrick Business Park,York, North Yorkshire YO8 5BQ	-	-	-	-
Autoliv Cankor Otomotiv Emniyet Sistemleri San. ve Tic. A.Ş.	2,900	GEBZE ORGANIZE SANAYI BÖLGEŞİ IHŞAN DEDE CD. 800. SK., 41480, Gebze,KOCAELI GEBZE 41480,Turkey	-	-	-	-
Belluff Ltd	451	20 Cheshire Business Park,Cheshire Avenue,Lostock Gt,Gratham,Northwicks,CW9 7UA	-	-	-	-
Baojing Hui Shanghai Electronics Co., Ltd	4,250	China,Huailiao, Shanghai,Shenzhen Road,Songjiang 201519	-	-	-	-
BEP Europe NV	236,000	Ten Brielc 5, B - 8200 Brugge,Belgium	-	-	-	-
Bergstrom Europe Limited	159,292	41 Sycamore Close, Dyffryn Business Park,Ystrad Mynach,Caerphilly,CF827RJ	-	-	-	-
Bird & Blend Tea Ltd.	55	41 Gardner Street,Brighton,BN1 1UN	-	-	-	-
BOC Ltd	18,534	Forge,43 Church Street West,Woking,Surrey,GU21 5HT	-	-	-	-
Bode - Die TÜR GmbH	72,739	Ochshäuser Straße 14, 34 123 Kassel, Germany	-	-	-	-
Bofa International Ltd	14,800	19-20 Balena Close, Creekmoor Industrial Estate,Foote,Donset,BH17 7DU	-	-	-	-
Bosphorce Limited	12,133	Unit 1-2 Kingside Business Park, Ruston Road,Woolwich,London,SE18 5BX	-	-	-	-
BOS Plastics Systems Trusetal GmbH	4,718	Im Belerstal 8,98536 Broterode-Trusetal,Germany	-	-	-	-
Brembo Poland	375,841	Ul. Różdzeńskiego 13 Dabrowa Górnicza,41-408 CZESTOCHOWA,Poland	-	-	-	-
BYK-Gardner GmbH	13,136	Lausitzerstrasse 8,82538 Geretrieden,Germany	-	-	-	-
CBRE Limited	123,235	Henrietta House,Henrietta Place,London,W1G0NB	-	-	-	-
CECOMP SPA	102,332	Via Michele Ponza n. 3,Torino Piemonte 10121,Italy	-	-	-	-
Celnex Ltd	30,600	4th floor, R-, 2 Bigrave Street,Reading,Berkshire,RG1 1AZ	-	-	-	-
Chasehead LV Limited	(29,839)	Chasehead Limited, Icknield Way,Leichworth,Herts,SG6 1JK	-	-	-	-
Chesham District Council	(269,396)	-	-	-	-	-
Churchill Environmental Services	497	1, 40 Goldharbour Ln,Harpenden,ALS 4UN	-	-	-	-
Cj automotive	32,616	Stogarpövägen 2,Dalstorp 514 63	-	-	-	-
Clarios Germany GmbH & Co. KG	11,666	Am Leineufer 51 D-30419 Hannover, Germany	-	-	-	-
Cloudfiora, Ltd	1,920	Rosemount House,Rosemount Avenue,West Byfleet,Surrey,KT14 6LB	-	-	-	-
CMS Cameron McKenna Nabarro Olswang LLP	3,649	75 Cannon Street,London,EC4N 6AF	-	-	-	-
CNC ROBOTICS LTD	25,364	Unit 3 Mersey Reach, Gaigale Drive,Bottle Merseyside,L30 6AD	-	-	-	-
Cogent Communications UK Ltd	4,128	2 Temple Back East, Temple Quay, Bristol BS1 6ES	-	-	-	-
Coherix, Inc	26,105	3980 Ranchero Dr,Ann Arbor 48108,United States	-	-	-	-
COMFIL ApS	7,897	Karolinelundvej 2,8883 Gjem,Denmark	-	-	-	-
Compass Services (UK) Ltd	60,024	Parklands Court, 24 Parklands,Birmingham,West Midlands,B459PZ	-	-	-	-
Continental Tyre Group Ltd	115	Continental House, 191 High Street,Viewsey,Middlesex,UB7 7XW	-	-	-	-
COOPER STANDARD AUTOMOTIVE CESKA REPUBLIKA S.R.O.	603,170	Jamka 2 191/33 591 01 Zdar nad Sazavou , Czech Republic	-	-	-	-
Cooper-Standard Automotive Ceska republika s.r.o.	167,566	Cooper-Standard Automotive Ceska Republika s.r.o., Jamka 2 191/33 Zdar nad Sazavou Vysocina 591 01 Czech Republic	-	-	-	-
Coratex AG	52,281	Coratex AG,Industriestrasse 334617 Guntzen,Switzerland	-	-	-	-
Corebon AB	(11,284)	Corebon AB,Kantyyegatan 5Malmö Skåne 213 76Sweden	-	-	-	-
GTS Corporation	9,396	GTS Corporation905 West BoulevardElkhart, 46514United States	-	-	-	-
Cyclescheme Ltd	3,329	Cyclescheme LtdPO Box 3809BathSomersetBA1 1WXUnited Kingdom	-	-	-	-
Dalichi Elektronik San Ve tic A.S	10,885	Dalichi Elektronik San Ve tic A.Ş.No 15 Sir Keçi / FatihAsir Ependi Ced İmar İtanistanbul İstanbul 34112Turkey	-	-	-	-
Dalvie Storage Systems Ltd	1,534	Dalvie Storage Systems Ltd6 Newton Court,Wolverhampton/West Midlands/WV9 5HBUnited Kingdom	-	-	-	-
Designitcs Inc	2,323	Designitcs Inc 1624 S Eber RdHolland Ohio 43038United States	-	-	-	-
DGS China Co., Ltd.	357,772	China,Suzhou, Suzhou Industrial Park 511462	-	-	-	-
DGS Druckguss Systeme AG	276,159	DGS Druckguss Systeme AG, Industriestrasse 10,9015 St. Gallen,Switzerland	-	-	-	-
DHL Express	2,371	-	-	-	-	-
DIRNA BERGSTRÖM S.L.	55,191	C/FRANCISCO ALONSO,E.28806 ALCALÁ DE HENARES, Spain	-	-	-	-
Durr Limited	261,187	Broxell Close,Warwick,Warwickshire,CV34 5QP	-	-	-	-
Durr Systems AG	20,978	Durr Systems AG,Division APT,Westrampe 12,12 38442 Wolfsburg,Germany	-	-	-	-
EDAG Werkzeug + Karosserie GmbH	104	Wienbergstrasse 1 Eisenach 99817	-	-	-	-
Eischa Santander S.A.	1,200,743	Polígono Industrial de Guamao 44-47 35611 Guamao,Spain	-	-	-	-
Euchner UK Limited	3,769	Capstone House, Dunston Way,Chesterfield,Derbyshire,S41 9RD	-	-	-	-
EXPERT TOOLING & AUTOMATION LTD	4,259	Technology Centre,30 Bayer Drive,Covenry,CV5 9FF	-	-	-	-
EXPERT-TÜNKERS GmbH	122,651	Seehofstrasse 56-58,64653 Lorsch,Germany	-	-	-	-

Appendix B: Directors' Statement of Affairs

Name of creditor or claimant	Amount of Debt	Address	Details of any security held by creditor	Date security given	Value of security
<b>- Trade creditors</b>					
FAIRFIELD CLEANING AND GARDENING LTD	10,598	FAIRFIELD EAST HILL ROAD, SEVENOAKS, KENT, TN15 5YB	-	-	-
Fastnox Limited	7,848	1-3 Broad Street, Hereford, Herefordshire, HR4 9EA	-	-	-
Fiamm Technologies LLC	2,047	1550 Leeson Avenue, Cadillac, MI 49601, United States	-	-	-
Ficosa International GmbH	58,487	Schweigerstraße 10, 38302 Wolfenbüttel, Germany	-	-	-
Fitzpatrick Fabrications Ltd	2,232	Malvern Mill, Waterford Street, Nelson, Lancashire, BB9 5AQ	-	-	-
Fives Filing & Sealing	121,752	Parc d'Activités de la Forêt, 17 rue de la Communauté, 44140 Le Bignon, France	-	-	-
FORMAFLEX TECHNOLOGIES LIMITED	6,106	ACCESS POINT, NORTHBARBOUR ROAD, COSHAM, PORTSMOUTH, HAMPSHIRE, PO6 3TE	-	-	-
Fox Health & Safety services Ltd	1,020	87 Bermuda Road, Merton, Wiltshire, SN14 6AU	-	-	-
Geiger	6,713	BTC House, 9 Millington Road, Hayes, UB3 4AZ	-	-	-
Grundon Waste Management Ltd	13,135	Marion Street, Banbury, OX15 4RN	-	-	-
GT Access Ltd	1,926	19-21 Sherwood Road, Bromsgrove, Worcestershire, B60 3DR	-	-	-
Harman Becker Automotive Systems, Inc.	3,237	Aszalvoigyi ut 51, Szekesfehervar Fejer 8000, Hungary	-	-	-
Health Partners	3,257	Tribune House, Bell Lane, Uckfield, East Sussex, TN22 1QL	-	-	-
Heinrich Elbach GmbH	30,093	Am Lennedamm 1, 57413 Finnentrop, Germany	-	-	-
Hemley Fraser Group limited	41,080	74-94 Fore Street, Saltash, Cornwall, PL12 6JW	-	-	-
Horizon Etch Ltd	50,022	1A Pilgrim Street, Liverpool, L1 9HB	-	-	-
HUTCHINSON INDUSTRIAL RUBBER PRODUCTS PRIVATE LIMITED	16,252	PLOT 60A, INDOSPICE INDUSTRIAL PARK CRAGADAM, PANRUTTI B VILLAGE, CRAGADAM-WALAJABAD ROAD, SRIPER	-	-	-
Hymec Aerospace UK Limited	28,498	191 Flynbridge Road, Plymouth, Devon, PL6 7JS	-	-	-
im electronic Ltd	9,651	Kingsway Business Park, Hampton, Middlesex, TW12 2HD	-	-	-
Ijin Co LTD	26,046	45 Yurim-ro 13-gil, Gyeongju-si, Gyeongsangbuk-do (Zip Code 38073), South Korea	-	-	-
Inteva France	29,540	VILLAGE LA COOUTURE, 14220 ESSON, France	-	-	-
Inteva Products Czech Republic a.s.	63,280	Průmyslová 307, Rychnov u Jablonce nad Nisou Liberec 46802, Czech Republic	-	-	-
Inteva Products LLC	54,277	Avenida Constituyentes 1001, 87316 Matamoros, Tamaulipas, Mexico	-	-	-
Inteva Products Zhenjiang Co., Ltd.	61,440	China Zhenjiang No. 300 Sipingshan Road 212009	-	-	-
IPG PHOTONICS (UK) LIMITED	66,904	2 VIIGGEN WAY, ANSTY PARK, COVENTRY, WARWICKSHIRE, CV7 9RE	-	-	-
J H ASH/NORTH & SON LTD	9,987	Kingston Mills, Manchester Road, Hyde, SK14 2SD	-	-	-
JAG - UFS Int'l Ltd	14,903	Unit 3, Feltham Brook Industrial Centre, Feltham, TW13 7DU	-	-	-
JHB UK Ltd	8,579	The Roadhouse, Marley Head, South Brent, Devon, TQ10 9JT	-	-	-
Kärcher (UK) Ltd	28,541	Kärcher House, Brookhill Way, Banbury, Oxfordshire, OX15 3ED	-	-	-
Kuehne + Nagel Ltd	34,470	1 Roundwood Avenue, Stockley Park, Uxbridge, UB11 1FG	-	-	-
KUKA Robotics UK Limited	43,628	Great Western Street, Wednesbury, West Midlands, WS10 7LL	-	-	-
LAURALU	6,430	Becket House, 1 Lambeth Palace Road, London SE1 7EU	-	-	-
Lear Corporation UK Ltd	661,350	Waterman Road, Coventry, West Midlands, CV6 5TF	-	-	-
Lee Spring Ltd	496	Latimer Road, Wokingham, Berkshire, RG4 1 2WA	-	-	-
LeitzNeolis	8,767	Quadrant House, The Quadrant, Sutton, SM2 5AS	-	-	-
Machine Hudson LLP	27,000	201 Silbury Boulevard, Milton Keynes, Buckinghamshire, MK9 1LZ	-	-	-
Maritime Asset Security and Training (MAST) Ltd	44,187	Trenthall Park, Start Hill, Bishopstortford, Herts, SG22 7WE	-	-	-
McCue International Inc.	9,559	McCue Corporation, Mount House, Bond Avenue Mount Farm Milton Keynes MK1 1SF United Kingdom	-	-	-
Methode Electronics, Inc	3,135	8750 W. Bryn Mawr Ave Suite 1000, Chicago 60631, United States	-	-	-
MHP Industries Ltd	461	The Tall House, 29A West St, Marlow, Bucks, SL7 2LS	-	-	-
Moorepay Ltd	2,092	Lowry Mill, Lees Street, Swinton, M27 6DB	-	-	-
Mountain Top (Denmark) ApS	92,216	Pedersholmparken 10, 3600 Frederiksund, Denmark	-	-	-
Mouser Electronics Inc	5,000	North Main Street 1000, 76063 Mansfield, Netherlands	-	-	-
MSC Industrial Supply Co	13,521	7 Pacific Avenue, Wednesbury, West Midlands, WS10 7WP	-	-	-
Multimac Ltd	3,012	Souffield, Bonston Lane, Tenbury Wells, WR15 9RE	-	-	-
Nefab Packaging UK Ltd	3,106	151 Silbury Boulevard, Milton Keynes, Buckinghamshire, MK9 1LH	-	-	-
Nightingale Property Asset Management Ltd	13,019	3 Mandeville Place, London, W1U 3AW	-	-	-
npower Commercial Gas Ltd	10,073	Windmill Hill Business Park, Whitehill Way, Swindon, SN5 6PB	-	-	-
NSK Steering Systems America	62,265	75 REMITTANCE DR, SUITE 3010, CHICAGO, IL, USA, 60675-3010	-	-	-
Cosbome Olanie España, SLF	4,704	Avda. Diagonal 477, planta 20, 08036 Barcelona, Spain	-	-	-
Oxford Bearings Limited	8,669	Unit 41 Wedgwood Road, Bicester OX26 4UL, United Kingdom	-	-	-
Paragon Rapid Technologies LTD	20,560	Paragon Rapid Technologies Ltd, Aviation Way, Teesside International Airport, Darlington, Co-Durham, DL2 1NA	-	-	-
Plasmatreat UK Ltd	23,273	D5 Culham Science Centre, Abingdon, Oxfordshire, OX14 3DB	-	-	-
Plas-Tech Thermoflaming Ltd	54,186	Plas-Tech Thermoflaming, Heyford House, Carlons Airfield, Brandesburton, Driffield, East Yorkshire, YO25 8EJ	-	-	-
Press London Limited	1,020	27 Poland Street, London, W1F 8QW	-	-	-
Priority Freight Holdings Limited	8,030	Dover, Kent, CT16 2HQ	-	-	-
PRO-HUB Hebeltechnik GmbH	106,282	Boschweg 2, 31503 Diepenau, Germany	-	-	-
ProNES automation GmbH	201,997	Marie-Curie-Strasse 5a, 76625 Landau, Germany	-	-	-
Quickparts UK Ltd	326	Unit D, Wycombe Sands, Lane End Road, High Wycombe, Buckinghamshire, HP12 4HH	-	-	-
Ramboll	7,200	10150 Highland Manor Drive, Suite 440, Tampa 33610, United States	-	-	-
Rd Brown Engineering Ltd	9,452	58 The Dean, Airedale, Hants, SO24 9BD, United Kingdom	-	-	-
RED-ON-LINE	13,032	Antony Parc II - 10 Place du Général de Gaulle - BP 20155, 92186 Antony Cedex, France	-	-	-
Right Heating LTD	59,664	5 Baker Court, London, E11 4H2	-	-	-
Robert Bosch Automotive Steering GmbH	70,626	Richard-Bullinger-Strasse 77, 73527 Schwäbisch Gmünd, Germany	-	-	-
Robert Bosch Automotive Steering Vendome SAS	266,379	2 RTE DE SLOIS, 41100 Vendôme, France	-	-	-
Rockwell Automation Company	38,226	Pitfield, Kilm Farm, Milton Keynes, Bucks, MK11 3DR	-	-	-
Rollmech Automotive	221,433	Bursa Organize Sanayi Bölgesi, Yesil Cadde No:15, Nilüfer Bursa 16140, Turkey	-	-	-
Routeco Limited	4,204	Davy Avenue, Knowlton, Milton Keynes, Bucks, MK5 8HJ	-	-	-
RS Components	11,855	-	-	-	-
Safeguard Pest Control and Environmental Services Ltd	2,528	5 Churchill Business Park, The Flyers Way, Westerham, TN16 1BT	-	-	-
Safeguard Secure Solutions Ltd	1,350	Lairg House, Chapel St, Leicester, OX26 6BD	-	-	-
SafetyKleen UK Ltd	10,821	9-10 Anwaright Rd ind Est, Anwaright Rd, Bedford, MK42 0LQ	-	-	-
SAINT JEAN INDUSTRIES	164,605	180 RUE DES FRERES LUMIERE, 69220 BELLEVILLE-EN-BEAUJOLAIS, France	-	-	-

Appendix B: Directors' Statement of Affairs

Name of creditor or claimant	Amount of Debt	Address	Details of any security held by creditor	Date security given	Value of security
<b>- Trade creditors</b>					
Saint Jean Industries Stuttgart GmbH	72,265	Beilsteiner Straße 44,74360 Isefeld,Germany	-	-	-
Saint-Gobain Cristaleria S.L.	11,393	Apartado de Correos 10,33408 Aviles,Spain	-	-	-
Salesforce UK Limited	7,488	Floor 25 Salesforce Tower,110 Bishopsgate,London,EC2N 4AY	-	-	-
Savills	2,977,733	Margaret Street 33,London,W1G 0JD	-	-	-
Schindler Limited	3,890	400 Dashwood Lang Road, Soume End Business Park,Addlestone,Surrey,KT15 2HJ	-	-	-
Schmaz UK Limited	744	3000 Aviator Way,Manchester,M22 5TG	-	-	-
Seeburger UK Ltd	19,749	Abbey House, 450 Bath Road,West Drayton,Longford,UB7 0ES	-	-	-
Sensata Technologies Holland B.V.	2,632	Jan Tribbergenstraat 80,7559 SP Hengelo,Netherlands	-	-	-
SEW-EURODRIVE LTD	2,761	Devillers Way,Normanton,West Yorkshire,WFE 1GX	-	-	-
SFS Group Fastening Technology Limited	(631)	Leeds,West Yorkshire,LS4 2AT	-	-	-
Shifbase	7,200	Groeneweg 2A,2718 AA Zoetermeer,Netherlands	-	-	-
Simmatic Automation Specialists Ltd	18,140	Unit 11, Gminal Business Centre,Sandy Lane,Stourport-on-Severn	-	-	-
SINOM Electronic Co., Ltd	9,611	China,Jiangsu,JiangyinNo.288,Chengjiang middle Rd., 214434	-	-	-
Smiths of Bloxham	4,406	Milton Road, Bloxham,Barnbury,Oxfordshire,OX1E 4HD	-	-	-
Societe Vemere D Encapsulation (Saint Gobain)	5,240	6 rue de L'Europe,60400 Noyon,France	-	-	-
Somit Solutions	41,395	21, The Quadrant, Abingdon Science Park,Abingdon,OX14 3YS	-	-	-
SOUTHCO MANUFACTURING LIMITED	5,008	Touchpoint,Walmeright Road,Worcester,WR4 9FA	-	-	-
Southern Electric Power Distribution plc	1,610	Walton Park,Walton Road,Gosham,PO6 1UJ	-	-	-
Speedy Asset Services Limited	5,196	Chase House, 16 The Parks,Newton-le-Willows,Merseyside,WA12 0JQ	-	-	-
Steel & Alloy Processing Limited	3,103	Trafalgar Works, Union StreetWest BromwichWest MidlandsB706BZUnited Kingdom	-	-	-
Sti Material Handling Ltd	37,515	Unit 4 Jack's Way,Exeter,EX5 1FG	-	-	-
Swoboda Schomdorf KG	8,067	Vogtwiesen 69,73614 Schomdorf,Germany	-	-	-
SYB Systems Ltd	360	Chadwick House, Woodyard Lane,Woodyard Lane, Foston, DE55 5BU	-	-	-
Taoglas Limited	1,267	Unit 5 Kicannon Business Park,Old Dublin Road,Enniscorthy Co. Wexford, Y21 XW56Ireland	-	-	-
TATA AUTOCOMP SYSTEMS LIMITED	107,115	TACO House, Plot No.20/B, F.P. 85, V G Damie Path,Off Law College Road,PUNE 411004,India	-	-	-
TE Connectivity Solutions GmbH	4,061	TE Connectivity Solutions GmbH,8200 CH Mühlenstrasse 26,Switzerland	-	-	-
TI Automotive Systems UK Ltd	2,495	Stafford Park 5,Telford,Shropshire,TF3 3AT	-	-	-
Total Computer Networks Limited	6,046	Newspaper House,Rothwell Road,Kettering, Northamptonshire,NN16 8GA	-	-	-
Toyota Material Handling UK LTD	3,169	705 Stirling Road,SLOUGH Berkshire,SL1 4BY	-	-	-
Trane UK	2,549	Harrow House, Becomer Road,Basingstoke,RG21 3NB	-	-	-
TUĞÇELİK ALUMİNYUM VE METAL MAMULERİ SANAYİ VE TİCARET A	282	Emek Mahallesi, Natio Yolu caddesi No:282 Sancaktepe -İstanbul /TÜRKİYE, SANCAKTEPE İSTANBUL 34765	-	-	-
Tunkers Expert UK	41,064	Unit 5 Ham Lane,Kingswinford,DY5 7JR	-	-	-
TYC BROTHER INDUSTRIAL CO., LTD	79,077	No. 72-2 Snie Road, An-Ping Industrial District, Tainan 70248, Taiwan	-	-	-
VALEO SCHALTER UND SENSOREN GMBH	6,866	Germany	-	-	-
Venta Global Ltd	131,583	West Hill Road North,Winchester,Hampshire,SO21 3HN	-	-	-
Water Plus Limited	19,450	South Court,Riverside Park,Campbell Road,Stoke-On Trent,ST4 4DA	-	-	-
Wickham GenSol Limited	43,991	Unit 5 Commerce Park, 19 Commerce Way,Croydon,Surrey,CR0 4YL	-	-	-
Wiretronic AB	1,151	Tenggrenstorsvägen 14,Vänersborg Sweden 462 56,Sweden	-	-	-
Wornton Office Cafe Services A.Ş.	594	Cumhuriyet Mah. Fatih Sultan Mehmet Bulvarı,Cadde 224 Sitesi A Blok No: 41/A,Nilüfer,Turkey	-	-	-
Wurth UK Limited	416	1 Centurion Way,Erith,Kent,DA15 4AE	-	-	-
XUNRONG ZHANG	1,377	China Hong Kong Room 22, 2 / F, Fu DU Building, 98 ARGYLE STREET, MONGKOK, Kowloon, Hong Kong 999077	-	-	-
YURA CORPORATION DOO RAČA	1,002,759	Kraja Petra I 9,RAČA Sumadija District of central Serbia 34210 Rača,Serbia	-	-	-
Zepbrook Ltd	3,542	Unit 26 Westwood Park Trading Estate, Concord Road, London, W3 0TH	-	-	-
ZF Automotive Germany GmbH	4,409	Industriestrasse 20,73553 Afdorf,Germany	-	-	-
ZPV Rožnov, s.r.o.	4,198	Rožnov,Rožnov pod Radhoštěm Vsetín 756 51,Czech Republic	-	-	-
Zund UK Limited	3,699	Unit 1, Spring Valley Business Centre,Porters Wood,St Albans, IS Herts, AL3 6PD	-	-	-
	12,644,711				
<b>- Unsecured creditors</b>					
Intercompany	10,552,589				
Royal London	8,244	80 Fenchurch Street, London, EC3M 4EY			
HMRC	13,755	HM Revenue & Customs, BX9 1AS			
	10,674,688				
<b>Total non-preferential, unsecured creditors</b>	<b>23,119,296.29</b>				
<b>- Preferential creditors</b>					
Employees	28,522.00				
HMRC	90,218.00	HM Revenue & Customs, BX9 1AS			
<b>Total preferential creditors</b>	<b>118,740.00</b>				
<b>- Secured creditors</b>					
Secured creditors	87,323,024.00		Fixed and floating charge	13/11/2023	87,323,024.00
<b>Total secured creditors</b>	<b>87,323,024.00</b>				

## Appendix C Administrators' Receipts and Payments account for the period from 5 February 2024 to 8 March 2024 – AUK

Per Directors' Statement of Affairs Estimated Realisable Value	Notes	£
	<b>Fixed charge receipts</b>	
	Lender Funding	6,284,047
Nil	Bank interest	109
	<b>Total Fixed charge receipts</b>	<b><u>6,284,157</u></b>
	<b>Floating charge receipts</b>	
	Lender Funding	1,234,743
149,146	Cash on appointment	140,493
Nil	Return of surplus payments to subsidiaries	158,263
2,692,435	Pre-appointment debtors	188,586
Included above	Prepayments	4,673
Nil	Bank interest	2,428
	<b>Total Floating charge receipts</b>	<b><u>1,729,185</u></b>
	<b>Non-Trading Payments</b>	
	Legal Fees	(1,275)
	Employee costs	(734,334)
	Contractor costs	(67,683)
	Refund of overpayment of TSA service fees	(1,468,821)
	Property costs	(991)
	IT costs	(22,413)
	Transportation costs	(14,200)
	Other Professional fees	(124,169)
	Other Suppliers	(744)
	Bank charges	(2,425)
	<b>Total Non-Trading Payments</b>	<b><u>(2,437,056)</u></b>
	<b>Balances in hand</b>	<b><u>5,576,286</u></b>
	<b>Represented by:</b>	
	Fixed bank accounts	109
	Floating bank accounts	750,228

Funding bank account	5	4,820,140
VAT receivable		<u>5,809</u>
		<u><b>5,576,286</b></u>

**Notes**

1. Receipts and Payments are stated net of VAT
2. Receipts and Payments account has been prepared on a cash basis and does not reflect future estimated Receipts and Payments
3. All values are converted to GBP to aid in reporting, as at the date of reporting funds held in floating USD and Euro accounts are \$93,689 (£73,655) and €206,256 (£177,161).
4. Funding has been provided by the Lenders in order to run a sales process for the Companies. The funding is not specifically fixed or floating however we have illustrated an allocation above. Please note this allocation is subject to further revision.
5. All funds are held in interest bearing bank accounts. Drawdowns from Lenders are made to the administration funding account which then get subsequently allocated to the fixed and floating account in accordance with the respective costs. The position shown is as at 8 March 2024.
6. Further detail can be found in Section 2.
7. Employee costs includes net pay, PAYE, NIC and all other employee costs.
8. Property costs includes rent, rates, utilities, security costs for the various sites.
9. Transportation costs includes costs such as rental of vehicles to consolidate assets from multiple sites to minimise the real estate footprint of the Companies.

## Appendix C Administrators' Receipts and Payments account for the period from 5 February 2024 to 8 March 2024 – AUTO

Per Directors' Statement of Affairs Estimated Realisable Value	Notes	£
	<b>Fixed charge receipts</b>	
	Lender Funding	1,965,054
Nil	Bank interest	34
	<b>Total Fixed charge receipts</b>	<b>1,965,088</b>
	<b>Floating charge receipts</b>	
	Lender Funding	668,946
1,326,765	Cash on appointment	1,326,928
Nil	Materials	11,559
62,596	Pre-appointment debtors	11,770
Nil	Bank interest	1,721
	<b>Total Floating charge receipts</b>	<b>2,020,925</b>
	<b>Non-Trading Payments</b>	
	Employee costs	(43,053)
	Bank charges	(262)
	<b>Total Non-Trading Payments</b>	<b>(43,315)</b>
	<b>Balances in hand</b>	<b>3,942,698</b>
	<b>Represented by:</b>	
	Fixed bank accounts	34
	Floating bank accounts	1,960,144
	Funding bank account	1,984,831
	VAT receivable/ (payable)	(2,312)
		<b>3,942,698</b>

### Notes

- Receipts and Payments are stated net of VAT
- Receipts and Payments account has been prepared on a cash basis and does not reflect future estimated Receipts and Payments
- All values are converted to GBP to aid in reporting, as at the date of reporting funds held in floating USD and Euro accounts are USD 20,435 (GBP 16,065) and EUR 201,844 (GBP 173,371).
- Funding has been provided by the Lenders in order to run a sales process for the Companies. The funding is not specifically fixed or floating however we have illustrated an allocation above. Please note this allocation is subject to further revision.

5. All funds are held in interest bearing bank accounts. Drawdowns from Lenders are made to the administration funding account which then get subsequently allocated to the fixed and floating account in accordance with the respective costs. The position shown is as at 8 March 2024.
6. Further detail can be found in Section 2.
7. Employee costs includes net pay, PAYE, NIC and all other employee costs.



## Appendix D Statement of pre-administration costs

### Statement of pre-administration costs

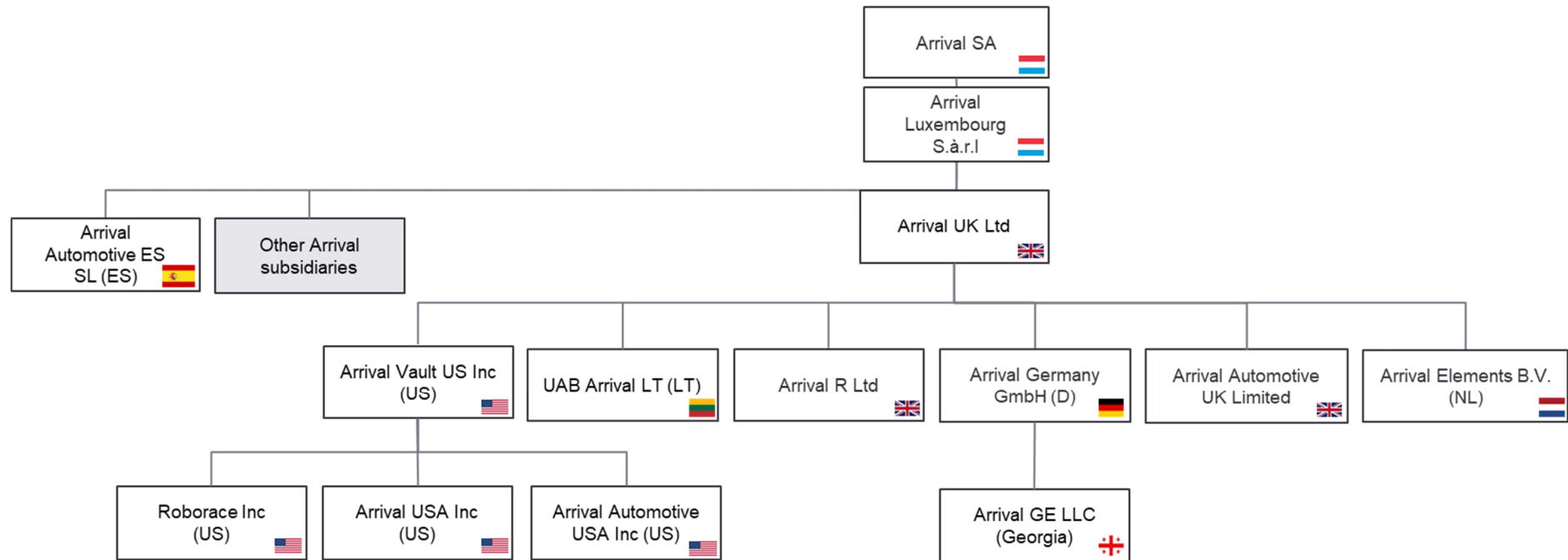
	Administrator		Other IP		Details
	Remuneration £	Expenses £	Remuneration £	Expenses £	
Pre-administration time costs for both AUK and AUTO	804,333	239.84	0	0	Please refer to section 6 of this report for further details.
Legal fees:					
- AUK	147,965	0	0	0	As above.
- AUTO	95,400	0	0	0	As above.
<b>Total costs incurred</b>	<b>1,047,698</b>	<b>239.84</b>	<b>0</b>	<b>0</b>	
<b>Paid before the Administrations</b>					
Pre-administration time costs for both AUK and AUTO	(489,018)	(0)	(0)	(0)	Paid by the Companies.
Legal fees:					
- AUK	(0)	(0)	(0)	(0)	
- AUTO	(0)	(0)	(0)	(0)	
<b>Unpaid pre-administration costs</b>	<b>558,680</b>	<b>239.84</b>	<b>0</b>	<b>0</b>	

Unpaid pre-administration costs are costs which had not been paid at the date of Administrations 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 report.

## Appendix E Group structure

Arrival Group structure as at 5 February 2024



# Arrival UK Ltd ('AUK') and Arrival Automotive UK Limited ('AUTO') (both in Administration) (together 'the Companies')

## 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 GBP 3,005,663.00 and GBP 1,895,061.75 plus VAT for AUK and AUTO respectively. 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.

Please note that the estimate of remuneration may not reflect what the Joint Administrators are ultimately paid in relation to their work. The extent to which the Joint Administrators are able to recoup their fees will be subject to the level of assets realised in the course of the Administrations and obtaining approval to draw their fees from the appropriate approving body.

## Explanation of the work proposed to be undertaken

We note that the schedule shown below provides a guide of the types of work to be undertaken and is not a fully exhaustive list.

Category of work	Description of the work to be done
<b>Finance, administration and planning</b>	<b>Tasks providing a direct benefit to the creditors and reports as required by statute:</b> <ul style="list-style-type: none"><li>• Preparation and maintenance of the Administration cashflows on both an accruals and receipts &amp; payments basis;</li><li>• Instruction, review, and approval of third party payments to ensure continuation of services and support the Administration strategy;</li><li>• Aligning strategy and key updates across the engagement team;</li><li>• Preparation and ongoing monitoring and maintenance of the Estimated Outcome Statement and Receipts &amp; Payments accounts to understand returns to creditors;</li><li>• Monitoring of trading and payments against the Administration cash flow forecast; and</li><li>• Time cost monitoring and reporting.</li></ul>
<b>Bank &amp; statutory reporting</b>	<b>Tasks providing an indirect benefit to creditors and required by statute:</b> <ul style="list-style-type: none"><li>• Reporting to the Companies creditors by means of Administrators' Proposals, progress reports, final report and any reporting beyond this as required by statute; and</li></ul>

	<ul style="list-style-type: none"> <li>• Reporting to lenders pursuant to terms of the funding agreement.</li> </ul>
<b>Creditors</b>	<p><b>Tasks providing a direct benefit to the creditors and adjudicating as required by statute:</b></p> <ul style="list-style-type: none"> <li>• Receipt and recording of preferential and unsecured creditor claims;</li> <li>• Correspondence with preferential and unsecured creditors and attending to queries through the creditors mailbox and online portal;</li> <li>• Adjudicating on claims from unsecured creditors and processing a distribution (as applicable); and</li> <li>• Reviewing retention of title claims from creditors (if any) in respect of equipment.</li> </ul>
<b>Data preservation</b>	<p><b>Tasks providing an indirect benefit to creditors and required by statute:</b></p> <ul style="list-style-type: none"> <li>• Taking control of the books and records of the Companies;</li> <li>• Evaluating security and controls;</li> <li>• Collection of equipment and digital imaging of books and records held on SharePoint sites, IT servers, mobile phones and laptops, held by former employees of the Companies;</li> <li>• Discussions with key data storage providers and agreement of terms of supply in the Administrations;</li> <li>• Preservation of IP assets; and</li> <li>• Oversight of transfer of IP assets upon sale.</li> </ul>
<b>Debtors</b>	<p><b>Tasks providing a direct benefit to the creditors:</b></p> <ul style="list-style-type: none"> <li>• Pursuing the recovery of debtor balances and engagement with parties to facilitate such recoveries;</li> <li>• Working through the Companies' records to identify debtors;</li> <li>• Liaising with third parties to progress receipt of funds for the benefit of creditors; and</li> <li>• Invoicing as appropriate to facilitate recoveries.</li> </ul>
<b>Employees</b>	<p><b>Tasks providing a direct benefit to the creditors and certain tasks as required by statute:</b></p> <ul style="list-style-type: none"> <li>• Dealing with employees, including receipt, and recording of employee claims;</li> <li>• Processing payrolls for employees retained following appointment;</li> <li>• Undertaking calls with senior management, retained employees and redundant employees;</li> <li>• Writing to employees regarding their TUPE transfer to the Buyer or redundancy (as applicable);</li> <li>• Assisting redundant employees with any claims against the Redundancy Payments Office or the Companies;</li> <li>• Corresponding with the Employment Tribunals and lawyers in relation to Employment Tribunal claims received for a Protective Award for lack of redundancy consultation (as applicable);</li> <li>• Dealing with ad hoc employee enquiries;</li> <li>• Adjudicating on claims from preferential creditors and processing a distribution (as applicable); and</li> <li>• Drafting and ongoing operation of non-UK employee consultancy agreements and transitional services agreements for key subsidiary employees.</li> </ul>
<b>Immediate tasks</b>	<p><b>Tasks providing an indirect benefit to creditors and required by statute:</b></p> <ul style="list-style-type: none"> <li>• Completion of workstreams requiring immediate attention following appointment, in order to execute the strategy subsequently outlined in the Proposals.</li> </ul>

<b>Investigations and CDDA</b>	<p><b>Tasks providing an indirect benefit to creditors and required by statute:</b></p> <ul style="list-style-type: none"> <li>• Investigations into the Companies' affairs in accordance with Statement of Insolvency Practice 2 "Investigations by Office Holders";</li> <li>• The Joint Administrators' report on the conduct of the directors of both AUK and AUTO under the Company Directors Disqualification Act 1986;</li> <li>• Review of insurance policies;</li> <li>• Consideration of third party communications;</li> <li>• Working with legal advisors; and</li> <li>• Review of books and records of the Companies.</li> </ul>
<b>Job acceptance &amp; strategy</b>	<p><b>Tasks providing an indirect benefit to creditors:</b></p> <ul style="list-style-type: none"> <li>• Matters relating to the appointment, initial and ongoing planning of the strategy for the Administrations, including management. Formulating and executing the strategy adopted; and</li> <li>• Considering exit routes from Administration and implementing the most appropriate route.</li> </ul>
<b>Legal issues</b>	<p><b>Tasks providing an indirect benefit to creditors:</b></p> <ul style="list-style-type: none"> <li>• Dealing with any ad hoc legal issues which may arise in the Administrations; and</li> <li>• Review of security documents.</li> </ul>
<b>Realisation of assets</b>	<p><b>Tasks providing a direct benefit to creditors:</b></p> <ul style="list-style-type: none"> <li>• Realisation of any tangible assets owned by the Companies; and</li> <li>• Engaging advisors to value and realise any other assets including those above.</li> </ul>
<b>Property</b>	<p><b>Tasks providing an indirect benefit to creditors:</b></p> <ul style="list-style-type: none"> <li>• Dealing with all matters relating to the Companies' nine leasehold properties, including correspondence with landlords, security firms, rates authorities and utility suppliers;</li> <li>• Finalising matters in respect of extending and selling AUK's lease for TVC Banbury; and</li> <li>• Making arrangements for the exit of leasehold properties, negotiations with the landlords for surrenders and collection of rent deposits where possible to reduce costs to the estates.</li> </ul>
<b>Trading</b>	<p><b>Tasks providing a direct benefit to creditors through preserving and realising value in assets:</b></p> <ul style="list-style-type: none"> <li>• Engagement with critical suppliers, including provision of letters of undertaking and subsequent cancellation of undertakings for suppliers;</li> <li>• Ongoing monitoring of the criticality of suppliers and managing undertaking letters as appropriate; and</li> <li>• Negotiations and regular contact with suppliers to agree favourable terms for the Companies.</li> </ul>
<b>Sale of business</b>	<p><b>Tasks providing a direct benefit to creditors:</b></p> <ul style="list-style-type: none"> <li>• Carrying out the sales process in respect of the IP and manufacturing facilities including liaising with over 100 interested parties, running the due diligence process, review of offers received, selection of the preferred bidder and negotiation of the sale agreement;</li> <li>• Teaser document preparation, NDA execution;</li> <li>• Dealing with non-binding offers; and</li> <li>• Executing the sale of the business and the majority of the assets of the Companies to the purchaser.</li> </ul>

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**VAT & taxation****Tasks providing a possible direct benefit to creditors and required by statute:**

- Preparing corporation tax and VAT returns, with input from EY VAT and tax specialists;
  - Preparing claims for VAT bad debt relief (if applicable);
  - Assessment of the VAT and tax treatments of transactions and agreements entered into during the Administration;
  - Filing of appointment notices with HM Revenue & Customs ('HMRC');
  - Taxation matters in respect of the sale of the Companies' business and assets;
  - Adjudication and payment of the secondary preferential claim to HMRC; and
  - Evaluating and progressing tax recoveries for the Companies.
-

## **Pre-administration costs**

The Joint Administrators are seeking approval for payment of unpaid pre-administration time costs for both AUK and AUTO totaling GBP 558,680.63 plus VAT combined, of which GBP 315,315 relates to time costs incurred by EY prior to the Administrations, as detailed below. The payment of unpaid pre-appointment costs as expenses of the Administrations are 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.

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

- Liaising with the Companies' advisors to understand the work they were carrying out with respect to contingency planning and a sale of the business and assets.
- Understanding the status and progress of the ongoing sale process and discussions with the Arrival Group regarding interested parties.
- Understanding the key risks in respect of pursuing an AMA process in an administration and developing a plan to mitigate these.
- Reviewing the Companies' cashflow forecast and applying corresponding sensitivities based on latest information made available to understand the liquidity runway and funding requirements in an administration.
- Advising the Companies / Secured Lenders on the expected funding requirement based on the Companies' short-term cashflow forecast.
- Collating information from the Companies' books and records to determine the level of liabilities and creating an up-to-date list of key suppliers and potential unsecured creditors.
- Liaising with management of the Companies to determine the Companies' 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 documentation for the appointments, including consents to act and associated Court documents for filing.



- Preparing documents to be issued and read to employees, media and suppliers immediately following the appointments, including scripts for employee meetings, press releases and communications to suppliers.
- Liaising with the Companies' legal advisors regarding the potential appointments of the Joint Administrators.

### Legal expenses incurred prior to the Administrators' appointment

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

Ropes & Gray were engaged to provide legal advice in advance of the Companies entering Administration, their unpaid time costs for this work totalled GBP 147,965.24 (plus VAT) and GBP 95,400.39 for AUK and AUTO respectively in the pre-administration period.

### Summary of pre-Administration costs

	Remuneration GBP
Administrators in waiting (combined costs for AUK and AUTO)	804,332.50
Ropes & Gray	
AUK	147,965.24
AUTO	95,400.39
<b>Total costs incurred</b>	
<b>Paid before the administration</b>	
Administrators in waiting (combined costs for AUK and AUTO)	(489,017.50)
Ropes & Gray	-
<b>Unpaid pre-administration costs</b>	<b>558,680.63</b>

## **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 Rules.

## **Estimate of return for creditors**

### Secured creditors

Based on current estimates, the secured creditors will receive a distribution, however, they are unlikely to be repaid in full from asset realisations and will therefore suffer a shortfall against their debt.

### Primary preferential creditors

Based on current estimates, we anticipate that primary preferential creditors of both AUK and AUTO may receive a dividend. A further update on the quantum and timing of any dividend payment will be provided in the Joint Administrators' first six monthly progress report.

### Secondary preferential creditors

Based on current estimates, we anticipate that secondary preferential creditors of both AUK and AUTO may receive a dividend. A further update on the quantum and timing of any dividend payment will be provided in the Joint Administrators' first six monthly progress report.

### Non-preferential creditors

#### AUK

Realisations are still ongoing and therefore it is too early to be certain if there will be sufficient funds available to enable a distribution to be made to the non-preferential, unsecured creditors by way of the Prescribed Part.

#### AUTO

Realisations are still ongoing and therefore it is too early to be certain if there will be sufficient funds available to enable a distribution to be made to the non-preferential, unsecured creditors.

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 Companies' 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.

## Arrival UK Ltd (in Administration)

### Estimated remuneration

	Hours								Total hours	Time costs (GBP)	Average hourly rate
	Partner	Director	Assistant Director	Manager	Executive	Assistant Executive	Analyst	Assistants & support staff			
Administration and planning	21	80	79	349	58	375	46	176	1,184	520,810	440
Bank & statutory reporting	34	49	77	83	44	21	22	-	330	181,737	551
Creditors	2	1	6	42	-	5	65	-	120	37,186	309
Data Preservation	-	19	11	83	-	-	-	-	113	64,236	569
Debtors	-	22	-	43	134	-	-	-	200	93,185	467
Employee matters	13	38	214	286	11	-	-	-	561	339,699	606
Immediate tasks	1	-	2	15	-	-	19	-	37	15,435	416
Investigation & CDDA	5	9	57	2	57	-	-	-	130	75,547	579
Job acceptance & strategy	45	49	-	307	119	407	-	-	927	406,994	439
Other assets	14	109	119	119	69	-	-	-	429	270,689	631
Other matters	-	-	5	1	-	-	-	-	7	4,140	627
Property	12	89	90	49	24	-	-	-	262	177,584	677
Reporting	11	20	8	6	15	8	-	-	68	44,062	644
Sale of business	44	217	211	3	158	-	48	-	679	442,719	652
Trading	7	32	89	43	207	2	-	-	379	199,247	526
VAT & taxation	14	19	30	2	76	1	130	-	271	120,256	443
Legal issues	8	5	-	-	-	-	-	-	13	12,137	919
<b>Total hours</b>	<b>230</b>	<b>756</b>	<b>998</b>	<b>1,434</b>	<b>970</b>	<b>817</b>	<b>329</b>	<b>176</b>	<b>5,711</b>	<b>3,005,663</b>	<b>526</b>
<b>Total time costs</b>	<b>227,254.50</b>	<b>605,160.00</b>	<b>698,644.50</b>	<b>698,160.00</b>	<b>388,174.00</b>	<b>243,820.00</b>	<b>79,125.00</b>	<b>65,325.00</b>	<b>3,005,663.00</b>		

## Arrival Automotive UK Limited (in Administration)

### Estimated remuneration

	Hours								Total hours	Time costs (GBP)	Average hourly rate
	Partner	Director	Assistant Director	Manager	Executive	Assistant Executive	Analyst	Assistants & support staff			
Administration and planning	13	58	14	205	52	225	28	72	667	292,281	438
Bank & statutory reporting	25	31	45	52	30	13	19	-	214	116,845	546
Creditors	1	81	13	170	240	4	593	-	1,102	428,129	389
Data Preservation	-	25	3	14	-	-	-	-	41	28,624	694
Debtors	-	10	-	23	51	-	-	-	84	39,798	475
Employee matters	14	21	24	94	12	-	-	-	164	98,770	600
Immediate tasks	1	-	2	12	-	-	-	-	15	8,450	563
Investigation & CDDA	2	5	26	2	29	-	-	-	64	35,844	563
Job acceptance & strategy	37	30	-	172	65	233	-	-	536	242,176	452
Other assets	9	64	91	77	32	-	-	-	273	174,938	640
Other matters	2	-	3	0	-	-	-	-	5	4,084	756
Property	8	37	50	23	11	-	-	-	130	88,372	682
Reporting	13	19	6	10	14	8	-	-	69	45,016	650
Sale of business	35	78	84	1	65	-	8	-	271	185,301	683
Trading	3	15	8	18	27	-	-	-	70	39,634	565
VAT & taxation	6	7	13	1	35	1	57	-	120	52,582	439
Legal issues	10	5	-	-	-	-	-	-	15	14,216	929
<b>Total hours</b>	<b>178</b>	<b>485</b>	<b>383</b>	<b>875</b>	<b>662</b>	<b>483</b>	<b>704</b>	<b>72</b>	<b>3,842</b>	<b>1,895,061.75</b>	<b>493</b>
<b>Total time costs</b>	<b>176,442.75</b>	<b>452,120.00</b>	<b>267,978.00</b>	<b>496,170.00</b>	<b>360,876.00</b>	<b>143,920.00</b>	<b>367,455.00</b>	<b>30,100.00</b>	<b>1,895,061.75</b>		

## 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 of GBP 7,925,500 and GBP 1,678,000 excluding VAT for AUK and AUTO respectively. A breakdown is provided on the following pages. Payments to 8 March 2024 are reflected in the Receipts and Payments at Appendix C to the Proposals.

### AUK

Category of expense	Description of expense incurred or to be incurred	Estimated costs (GBP) (excluding VAT)
Legal Fees	Legal advice regarding such matters required to maximise realisations from the Company's estate, review of appointment and other key statutory documents prepared for or by the Joint Administrators and other ad hoc advice as required by the Joint Administrators including a review of security.	670,000
Agents' Fees	Use of specialists (Gordon Brothers) in respect of certain costs required to market and sell tangible assets. Commission is payable as a buyers based premium and as such is not included in this value.	35,000
Insurance	Costs to insure the Company's assets and operations during the course of the Administration.	150,000
Employee Costs	Wages and associated costs in connection with retained employees (including wages and salaries, National Insurance, pension payments and reasonable travel expenses).	2,700,000
Contractor Costs	Costs of contractors essential for Sales Process and realisation of assets.	150,000
TSA Payments to Subsidiaries	Payments to certain subsidiary entities to ensure continuity of operations for a Sales Process.	2,200,000
Property Costs	Costs of rent, business rates, utilities and security after the end of the administration trading period.	850,000
Bank Charges	Charges associated with operation of the Company's bank accounts during the Administration, including foreign exchange transaction costs.	6,000
Statutory Costs	Costs of completing statutory requirements of the Administration, including advertising and filing costs.	2,000
IT Costs	Costs associated with the operation of the Company's IT and finance systems (e.g. software).	710,000
Corporation Tax	Corporation tax which may become payable following the sale of assets and preparation and submission of Corporation tax returns. It is currently too soon to provide an accurate estimate of these costs if any.	TBC

Transportation Costs	Costs associated with transportation and logistics, particularly in relation to the relocation of the Company's IT systems and assets.	37,500
Other Professional Fees	Other professional fees for advisors in relation to the sales process and other matters.	275,000
Other Suppliers	Any other supplier costs not in the above categories.	140,000
<b>Total Estimated Expenses</b>		<b>7,925,500</b>

## AUTO

Category of expense	Description of expense incurred or to be incurred	Estimated costs (GBP) (excluding VAT)
Legal Fees	Legal advice regarding such matters required to maximise realisations from the Company's estate, review of appointment and other key statutory documents prepared for or by the Joint Administrators and other ad hoc advice as required by the Joint Administrators including a review of security.	450,000
Agents' Fees	Use of specialists (Gordon Brothers) in respect of certain costs required to market and sell tangible assets. Commission is payable as a buyers based premium and as such is not included in this value.	35,000
Employee Costs	Wages and associated costs in connection with retained employees (including wages and salaries, National Insurance, pension payments and reasonable travel expenses).	180,000
Property Costs	Costs of rent, business rates, utilities and security for the administration period.	720,000
Statutory Costs	Costs of completing statutory requirements of the Administration, including advertising and filing costs.	2,000
IT Costs	Costs associated with the operation of the Company's IT and finance systems (e.g. software).	55,000
Insurance	Costs to insure the Company's assets and operations during the course of the Administration.	30,000
Bank Charges	Charges associated with operation of the Company's bank accounts during the Administration, including foreign exchange transaction costs.	6,000
Corporation Tax	Corporation tax which may become payable following the sale of assets and preparation and submission of Corporation tax	TBC

returns. It is currently too soon to provide an accurate estimate of these costs if any.

Recharge from Arrival UK	Arrival UK bears costs that benefit both the Arrival UK and Auto UK estates including certain employee, property and IT costs. A proportionate allocation of these costs will be payable from Arrival Automotive UK to AUK.	200,000
<b>Total Estimated Expenses</b>		<b>1,678,000</b>

## Category 1 and 2 Expenses

Disbursements comprise sums paid or to be paid to third parties, or payable to the Joint Administrators' firm in respect of out-of-pocket expenses and costs which include an element of shared or allocated costs.

### Category 1 expenses

Category 1 expenses are defined as specific expenditure met by and reimbursed to the office holder's firm, relating to the Administrations of the insolvents' affairs and referable to payment to an independent third party. £nil has been paid to date.

Category 1 expense	Description of category 1 expense incurred or to be incurred	Estimated costs (GBP) (excluding VAT) - AUK	Estimated costs (GBP) (excluding VAT) - AUTO
Copying, printing and postage	Those costs incurred by the Joint Administrators in printing and posting the Joint Administrators' Statement of Proposals and subsequent progress reports and other written communication to all relevant creditors and shareholders.	700	450
Travel costs (excluding mileage)	Costs incurred in the Administration relating to travel to the Company's premises/locations for meetings.	2,500	2,500
Specific penalty bond	A form of insurance required by insolvency law.	500	500

### Category 2 expenses

Category 2 expenses are defined as specific expenditure directly referable to the appointments but not a payment to an independent third party. They may include shared and allocated costs.

We do not expect to recover Category 2 expenses in the Administrations.