

TO ALL KNOWN CREDITORS

6 March 2024

Ref: TRS/AD/JOF/NH/Mar Estates

marhalladministration@uk.ey.com

Dear Sir / Madam

Mar Estates Limited (In Administration) ('the Company')

As you will be aware, the above-named Company entered Administration on 22 August 2023 and Kris Aspin, Luke Charleton and I were appointed to act as Joint Administrators.

Progress report

In accordance with Rule 3.93 of the Insolvency (Scotland) (Company Voluntary Arrangements and Administration) Rules 2018, a six-monthly progress report on the Administration of the Company has been prepared and is available for viewing and downloading at the web address below, by clicking on the link 'Progress Report to Creditors – 22 August 2023 to 21 February 2024'.

https://www.ey.com/en_uk/mar-estates-limited

The Company's records indicate that you may have been a creditor of the Company at the date of the Joint Administrators' appointment and I am required by law to send this notice, or a hard copy of the report, to all potential creditors.

The Joint Administrators do not intend to circulate hard copies of the report as a matter of course, however hard copies can be provided on request.

Fixing basis of remuneration

On 31 October 2023 our Proposals were approved by creditors by deemed consent. In accordance with Rule 3.97, we must seek a decision from creditors on the basis of our remuneration and payment of pre-Administration costs. A summary of our receipts and payments and an analysis of time spent to 21 February 2024 are included in the six-monthly progress report available to download from the aforementioned web address.

Approval of outlays and remuneration

As noted in our progress report, the asset realisation exercise is complete, and we anticipate paying a first and final dividend to the primary and secondary preferential creditors and finalising the Administration in the next six months. Therefore, it is now an appropriate time to seek the creditors' approval to draw restricted fees of £11,050 + VAT and Addleshaw Goddard LLP pre-Administration fees of £188.89 + VAT.

Detailed analysis of the time expenses incurred are included in the six-monthly progress report available to download from the aforementioned web address.

Decision by correspondence

I intend to seek a decision on the above matters by correspondence. Accordingly, I enclose formal notice of the decision procedure and a voting form and notice of claim form. Please would you complete both the voting form and the notice of claim form and return them to me, either by post for the attention of Laura Jones c/o Ernst & Young LLP, G1 Building, 5 George Square, Glasgow, G2 1DY or by email marhalladministration@uk.ey.com, to arrive no later than 23:59 hours on 22 March 2024.

Creditors' committee

The Insolvency (Scotland) (Company Voluntary Arrangements and Administration) Rules 2018 require that whenever a decision is sought from creditors, they must also be invited to establish a creditors' committee if, as in this case, a committee is not already in existence. Accordingly, the attached notice and voting form include a resolution on whether a committee should be formed. In order for a committee to be formed, at least 3 creditors must be willing to serve on the committee and they must give their consent in writing.

If you vote in favour of establishing a committee, please also complete the nomination section of the voting form and, unless you are nominating yourself, include the appropriate written consent(s) to act with your completed voting form. If there are fewer than 3 valid nominations, a committee will not be established. If there are at least 3 and no more than 5 valid nominations, a committee will be formed with the nominated creditors. In the event that there are more than 5 valid nominations, I shall put the nominations to a vote by the general body of creditors.

Should you have any questions please contact Laura Jones at this office by email at marhalladministration@uk.ey.com.

Yours faithfully
for the Company



Andrew Dolliver
Joint Administrator

Enc: Notice of decision procedure with voting form
Administration Notice of Claim for Voting Purposes
Notice to creditors – invitation to form a creditors' committee

Andrew Dolliver is licensed in the United Kingdom to act as an insolvency practitioner by The Insolvency Practitioners Association, Kris S Aspin is licensed in the United Kingdom to act as an insolvency practitioner by The Institute of Chartered Accountants of Scotland and Joseph L Charleton is licensed in the United Kingdom to act as an insolvency practitioner by Chartered Accountants Ireland.

The affairs, business and property of the Company are being managed by the Joint Administrators, Andrew Dolliver, Kris S Aspin and Joseph L Charleton, 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.

Mar Estates Limited (In Administration) ('the Company')

Notice to creditors of decision procedure

Rules 3.39(4), 3.95, 3.97 and 5. 8 of the Insolvency (Scotland) (Company Voluntary Arrangements and Administration) Rules 2018

Name of court: Court of Session, Scotland

Case number: P702/23

Registered name of the Company: Mar Estates Limited (In Administration)

Other trading name or style of the Company: Mar Hall Golf & Spa Resort

Any other registered name in the 12 months prior to Administration: n/a

Registered number: SC203007

Registered office address: c/o Ernst and Young LLP
G1 Building
5 George Square
Glasgow
G2 1DY

Principal trading address (if different from above): Earl of Mar Estate
Mar Hall Ave
Bishopton
PA7 5NW

Date on which the Company entered Administration: 22 August 2023

Date of appointment of Joint Administrators: 22 August 2023

Details of the Joint Administrators

Andrew Dolliver
Ernst & Young LLP
Bedford House
16-22 Bedford Street
Belfast
BT2 7DT

Kris Aspin
Ernst & Young LLP
Atria One
144 Morrison Street
Edinburgh
EH3 8EX

Luke Charleton
Ernst & Young LLP
Harcourt Centre
2 Harcourt Street
Dublin

Office holders' numbers: 15230 / 25250 /12910

Email: marhalladministration@uk.ey.com

Name of alternative person to contact about the Administration: Niamh Hughes

NOTICE IS HEREBY GIVEN that the Joint administrators of the above-named Company are seeking decisions from creditors by correspondence on the following matters:

1. That the Joint Administrators' remuneration be fixed on the basis of time properly given by them and their staff in dealing with matters arising in the Administration.
2. That, in accordance with the provisions of Rule 3.52 of the Insolvency (Scotland) (Company Voluntary Arrangements and Administration) Rules 2018, the payment of unpaid pre-administration costs as disclosed in the Joint Administrators' Proposals to creditors dated 16 October 2023 can be met as an expense of the Administration.
3. That the Joint Administrators' remuneration for the period ended 21 February 2024 is fixed at £11,050 plus VAT.

Rule 3.39(4) of the Insolvency (Scotland) (Company Voluntary Arrangements and Administration) Rules 2018 provides that at any time when Joint Administrators seek a decision from creditors and a creditors' committee has not already been formed, creditors must be invited to decide whether to establish a creditors' committee if sufficient creditors are willing to be members of the committee. A formal invitation and nomination form is attached.

Creditors wishing to vote on the basis of remuneration and approval of outlays and remuneration, including any creditors who have opted out of receiving notices but nonetheless wish to vote, must complete and return the attached voting form and claim form, and return them to me by post to Laura Jones c/o Ernst & Young LLP, G1 Building, 5 George Square, Glasgow, G2 1DY or email to marhalladministration@uk.ey.com to be received no later than 23:59 hours on 22 March 2024 (**the decision date**). Votes in respect of claim forms received after this time will be disregarded.

Creditors whose debts may be treated as small debts in accordance with Rule 3.118 of the Insolvency (Scotland) (Company Voluntary Arrangements and Administration) Rules 2018 must still deliver a claim form if they wish to vote.

A creditor may apply to court to appeal a decision on eligibility to vote in the decision procedure. Any appeal must be made no later than 21 days after **the decision date**.

Creditors who meet the thresholds set out in section 246ZE of the Insolvency Act 1986 (namely 10% in value of creditors, 10% in number of creditors or 10 creditors) may, within five business days from the date of delivery of this notice, require a physical meeting to be held to consider the proposed resolutions.



Signed
Andrew Dolliver
Joint Administrator

Date

6 March 2024

Mar Estates Limited (In Administration) ('the Company')

Voting form

Resolutions

- 1. That the Joint Administrators' remuneration be fixed on the basis of time properly given by them and their staff in dealing with matters arising in the Administration.

FOR/AGAINST

- 2. That, in accordance with the provisions of Rule 3.52 of the Insolvency (Scotland) (Company Voluntary Arrangements and Administration) Rules 2018, the payment of unpaid pre-administration costs as disclosed in the Joint Administrators' Proposals to creditors dated 16 October 2023 can be met as an expense of the Administration.

FOR/AGAINST

- 3. That the Joint Administrators' remuneration for the period ended 21 February 2024 is fixed at £11,055 plus VAT.

FOR/AGAINST

Signature _____

Name of signatory _____

On behalf of
(name of creditor) _____

Date _____

The Insolvency Act 1986 and the Insolvency (Scotland) (Company Voluntary Arrangements and Administration) Rules 2018

Administration Notice of Claim for Voting Purposes

Mar Estates Limited (In Administration)

Date of Administration: 22 August 2023

PLEASE NOTE: Once completed, this form will be used by the Joint Administrators ONLY for the purposes of voting in a creditors' decision procedure or a requisitioned meeting of creditors. The form will not constitute admission of the claim to rank for dividend in this or any subsequent procedure. For further information see Rules 5.26 to 15.32 of the Insolvency (Scotland) (Company Voluntary Arrangements and Administration) Rules 2018.

Name of creditor

Address

Amount claimed, after deductions for payments made post-administration or adjustments for set off (see notes overleaf)

Is the claim preferential or secured?

If secured, value of security

If you have made a retention of title claim against the company, please attach details (see over)

Signature on behalf of creditor

Date

File with Laura Jones; marhalladministration@uk.ey.com

Reviewed by _____

Notes to Administration Notice of Claim for Voting Purposes:

1. Please attach a detailed statement of your account as at the date on which the company entered administration.
2. If you have claimed retention of title please provide details, including the value of any payments made, or goods returned, to you in respect of your claim.
3. If your claim is preferential (e.g. for wages, holiday pay or certain pension arrears) or secured please give details and attach supporting documentation.
4. VAT bad debt relief may usually be claimed six months after the date of supply.

Extracts from the Insolvency (Scotland) (Company Voluntary Arrangements and Administration) Rules 2018:

5.28 Calculation of voting rights

- (1) Votes are calculated according to the amount of each creditor's claim -
 - (a) in an administration, as at the date on which the company entered administration, less -
 - (i) any payments that have been made to the creditor after that date in respect of the claim, and
 - (ii) any adjustment by way of set-off which has been made in accordance with that principle or would have been made if that principle were applied on the date on which the votes are counted;
- (2) A creditor may vote in respect of a debt of an unliquidated or unascertained amount if the convenor or chair decides to put upon it an estimated minimum value for the purpose of entitlement to vote and admits the claim for that purpose.
- (4) Where a debt is wholly secured its value for voting purposes is nil.
- (5) Where a debt is partly secured its value for voting purposes is the value of the unsecured part.
- (6) However, the value of the debt for voting purposes is its full value without deduction of the value of the security in the following cases -
 - (a) where the administrator has made a statement under paragraph 52(1)(b) of Schedule B1 and the administrator has been requested to seek a decision under paragraph 52(2);
- (7) No vote may be cast in respect of a claim more than once on any resolution put to the meeting; and for this purpose (where relevant), the claim of a creditor and of any member State liquidator in relation to the same debt are a single claim.
- (8) A vote cast in a decision procedure which is not a meeting may not be changed.
- (9) Paragraph (7) does not prevent a creditor or member State liquidator from –
 - (a) voting in respect of less than the full value of an entitlement to vote; or
 - (b) casting a vote one way in respect of part of the value of an entitlement and another way in respect of some or all of the balance of that value.

5.29 Calculation of voting rights: hire-purchase agreements

- (1) In an administration, a creditor under a hire-purchase agreement is entitled to vote in respect of the amount of the debt due and payable by the company on the date on which the company entered administration.

- (2) In calculating the amount of any debt for the purpose of paragraph (1), no account is to be taken of any amount attributable to the exercise of any right under the relevant agreement so far as the right has become exercisable solely by virtue of –
- (a) the making of an administration application;
 - (b) a notice of intention to appoint an administrator or any matter arising as a consequence of the notice; or
 - (c) the company entering administration.

Mar Estates Limited (In Administration) ('the Company')

Notice to creditors – invitation to form a creditors' committee

Rule 3.39, Insolvency (Scotland) (Company Voluntary Arrangements and Administration) Rules 2018

Name of court: Court of Session, Scotland

Case number: P702/23

Registered name of the Company: Mar Estates Limited (In Administration)

Other trading name or style of the Company: Mar Hall Golf & Spa Resort

Any other registered name in the 12 months prior to Administration: n/a

Registered number: SC203007

Registered office address: c/o Ernst and Young LLP,
G1 Building
5 George Square
Glasgow
G2 1DY

Principal trading address (if different from above): Earl of Mar Estate,
Mar Hall Ave
Bishopton
PA7 5NW

Date on which the Company entered Administration: 22 August 2023

Date of appointment of Joint Administrators: 22 August 2023

Details of the Joint Administrators

Andrew Dolliver
Ernst & Young LLP
Bedford House
16-22 Bedford Street
Belfast
BT2 7DT

Kris Aspin
Ernst & Young LLP
Attria One
144 Morrison Street
Edinburgh
EH3 8EX

Luke Charleton
Ernst & Young LLP
Harcourt Centre
2 Harcourt Street
Dublin

Email: marhalladministration@uk.ey.comn

Name of alternative person to contact about the Administration: Niamh Hughes

Invitation to form a creditors' committee

Creditors are invited to decide whether a creditors' committee should be formed if sufficient creditors are willing to be members of the committee. Information on the role of committees can be found at <https://www.r3.org.uk/media/documents/publications/professional/R3-Guide-to-Creditors-Committees.pdf>.

To be validly established, a committee must have at least three and not more than five members, who must have agreed to act.

Should you wish to form a committee, please follow the instructions in the nomination form attached to this notice and return the completed nomination form, with written agreements to act where appropriate, to me at the above address to arrive no later than 22 March 2024. Nominations can only be accepted if I am satisfied as to the creditor's eligibility under Rule 3.74 of the Insolvency (Scotland) (Company Voluntary Arrangements and Administration) Rules 2018.

Signed



Andrew Dolliver
Joint Administrator

Date

6 March 2024

Mar Estates Limited (in Administration) ('the Company')

Nominations for creditors' committee

You may nominate up to five creditors of the company. Please note that before a person can act as a member of a creditors' committee that person must agree to do so.

In the event that more than five valid nominations are received, the five receiving the most votes will be appointed.

When you have completed this form, please return it with the creditor's written agreement to act (unless you are nominating yourself or your own organisation) to Laura Jones, c/o EY Glasgow, G1 Building, 5 George Square, Glasgow, G2 1DY, or by email to marhalladministration@uk.ey.com, to arrive no later than the closing date stated on the notice of invitation to form a committee.

I nominate:

(Name of creditor) _____ of

(Address) _____

(Name of creditor) _____ of

(Address) _____

(Name of creditor) _____ of

(Address) _____

(Name of creditor) _____ of

(Address) _____

(Name of creditor) _____ of

(Address) _____

to be appointed as (a) member(s) of the creditors' committee.

Signature _____

Name of signatory _____

On behalf of
(name of creditor) _____

Date _____