

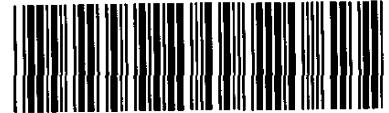
LIQ03

Notice of progress report in voluntary winding up



Companies House

SATURDAY



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25/01/2020

#184

COMPANIES HOUSE

1 Company details

Company number 0 2 9 8 4 5 2 6

Company name in full BLACKROCK EMERGING EUROPE PLC

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) PATRICK JOSEPH

Surname BRAZZILL

3 Liquidator's address

Building name/number 1

Street MORE LONDON PLACE

Post town LONDON

County/Region

Postcode S E 1 2 A F

Country

4 Liquidator's name ①

Full forename(s) RICHARD

Surname BARKER

① Other liquidator

Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number 1

Street MORE LONDON PLACE

Post town LONDON

County/Region

Postcode S E 1 2 A F

Country

② Other liquidator

Use this section to tell us about
another liquidator.

LIQ03

Notice of progress report in voluntary winding up

6

Period of progress report

From date	d 2	d 3	m 1	m 1	y 2	y 0	y 1	y 8
To date	d 2	d 2	m 1	m 1	y 2	y 0	y 1	y 9

7

Progress report

☒ The progress report is attached

8

Sign and date

Liquidator's signature

Signature

X P. Brazzill

X

Signature date

d 2	d 1	m 0	m 1	y 2	y 0	y 2	y 0
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LIQ03

Notice of progress report in voluntary winding up



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **ALEXANDRA SOUTHERN**

Company name **ERNST & YOUNG LLP**

Address **1 MORE LONDON PLACE**

Post town **LONDON**

County/Region

Postcode **S E 1 2 A F**

Country

DX

Telephone **020 7197 9336**



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have attached the required documents.
- ☐ You have signed the form.



Important information

All information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the address below:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.



Further information

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse



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Ernst & Young LLP
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London
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Fax: + 44 20 7951 1345
ey.com

TO ALL MEMBERS

22 January 2019

Ref: ML5W/PJB/RPB/CR/AS

Direct line: 020 7197 9336
Alexandra Southern

Email: crobertson3@uk.ey.com

Dear Sir or Madam

Blackrock Emerging Europe PLC (In Members' Voluntary Liquidation) ("the Company")

Richard Barker and I were appointed as Joint Liquidators of the Company on 23 November 2018. I now write to provide you with our report on the progress of the Liquidation for the period from 23 November 2018 to 22 November 2019.

In accordance with the provisions of the Insolvency (England and Wales) Rules 2016 ("the Rules") we are required to provide certain information about the Company and the Joint Liquidators. This information can be found in Appendix A of this report. A copy of our Receipts and Payments account for the period from 23 November 2018 to 22 November 2019 is at Appendix B.

Should Shareholders have any queries regarding their holding in the Company, or if they wish to notify the Registrar of a change of address or other personal details, they should write to Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS13 8AE.

Background

The Company was placed into liquidation as part of the Recommended Proposals for the Reconstruction and Winding Up of the Company and Notice of General Meetings dated 19 October 2018 ("the Proposals"). The Proposals gave Ordinary Shareholders the following options:

- ▶ to roll over all or part their investment in the Company into BlackRock Frontiers Investment Trust plc ("BRFI") and receive BRFI C shares at 100 pence per BRFI C Shares ("the Rollover Option"); and/or
- ▶ to receive cash ("the Cash Option") in respect of their investment in the Company.

Ordinary Shareholders who did not make an election were deemed to have elected for the Rollover Option.

On 23 November 2018, in accordance with the Proposals and Ordinary Shareholder elections, the Joint Liquidators of BlackRock Frontiers Investment Trust plc transferred the net assets of the Company to BRFI and retained sufficient assets to meet the entitlements of those Ordinary Shareholders who elected for the Cash Option. The Joint Liquidators also set aside a Liquidation Fund to provide for the liabilities of the Company.

Distributions to Shareholders

In accordance with the Proposals, Ordinary Shareholders who elected for the Rollover Option received 3.311604 C Shares in BRFI for every share held in the Company. Ordinary Shareholders who elected for cash received £3.319170 per Ordinary Share, or such combination for which shareholders had elected or deemed to have elected. Shareholders who elected for the Cash Option received their entitlements on 3 December 2018 by CREST or by cheque.

In addition, and in accordance with the Company's Articles of Association, as adopted by Special Resolution passed on 7 June 2010, and amended by Special Resolutions passed 22 June 2011, 20 June 2012 and 21 June 2013, on the winding up of the Company, Preference Shareholders were entitled to the amount of paid up share capital together with any unpaid accrued dividends. Consequently, the Preference Shareholder received their entitlement of £12,500 for paid up Preference Share capital and £2,347 in respect of Preference dividends which had accrued since the Company's incorporation.

Progress during the period of the report

Receipts

Please see below details in respect of the significant receipts made during the period covered by this report.

Investments

As detailed above, following the liquidation of the Company and in accordance with the Proposals, the Joint Liquidators transferred the net assets of the Company, excluding the entitlements of the Ordinary Shareholders who elected for the Cash Option and the value of the Liquidation Fund, to BRFI. The value of the investments transferred, excluding cash, was US\$40,404,775.

The Joint Liquidators also sold approximately US\$86m of US Treasury Stock on 23 November 2018 to meet the entitlements of Ordinary Shareholders who elected for the Cash Option.

Cash at Bank

On the date of liquidation, the Company held funds of US\$26,766,813 and GBP £582,731 in its bank accounts. The Liquidators transferred \$7,353,002 to BRFI, in accordance with the Proposals in relation to those Ordinary Shareholders who elected, or were deemed to have elected, for the Rollover Option, and £582,731 to the liquidation estate bank account.

On 1 December 2018, following the settlement of the sale of the US Treasury Stock of c.US\$86m, the liquidators instructed the conversion of US\$104,222,370 to GBP of £81,750,788. This Sterling amount was then transferred to the Company's Registrar to meet the entitlements of Ordinary Shareholders who elected for the Cash Option under the Proposals.

Overseas Withholding Tax

Withholding tax refunds of £183,209 have been received to date in respect of the Company's former investment of Moneta Money Bank AS. The Company is due further withholding tax reclaims in relation to its former holdings in Raiffeisen Bank Inter NPV and Jeromimo Martins of approximately £5,000 and £15,000, respectively. It is anticipated that these outstanding withholding tax reclaims will be received over the next 12 months.

Sundry Receipts

During the period, the Joint Liquidators recovered a refund of £4,248 in respect of pre-paid subscription costs and bank interest of £1,226.

Payments

In addition to the distributions described above, the following significant payments have been made in the period covered by this report.

Pre-liquidation expenses

At the date of liquidation, the Company had various accrued costs and provisions including professional costs incurred in connection with the Proposals and the Circular. In the period, accrued costs and costs in relation to the Proposals of £264,873 and \$70,197 have been settled in respect of professional services provided to the Company prior to the date of liquidation.

Payments, exclusive of VAT, made include Gowling WLG (UK) LLP (£75,000) and Winterflood Securities Limited (£103,709), Computershare Investor Services plc (£12,521), Park Communications Limited (£23,607), Ernst & Young LLP (£7,000), BNY Mellon (£28,036), BlackRock Fund Managers Limited (US\$70,197), KPMG LLP (£5,000) and London Stock Exchange (£10,000).

No further significant pre-liquidation costs are expected.

Custody Fees

During the period covered by the report £28,036 has been paid as Custody fees for the pre and post liquidation period.

Registrars' fees

The Company has incurred registrar fees of £13,103 in respect of processing the payment of the first cash interim distribution to Ordinary Shareholders, processing the entitlements of Ordinary Shareholders who elected for the Rollover Option and maintaining the share register in the liquidation period. Further costs will be incurred by the Registrar to maintain the share register for the remainder of the liquidation and making the final cash distribution to Ordinary Shareholders at the conclusion of the liquidation

VAT

During the period of this report, the Company has incurred VAT on payments of £57,261. Prior to the liquidation, the Company had a partial recovery rate method agreed with HM Revenue & Customs ("HMRC") which calculated the VAT recovery at 65.08%.

The Company should, therefore, be due a partial reclaim of VAT incurred for this period, based on the agreed partial VAT recovery rate of 65.08% of £37,265.

In the period, the Company submitted its final VAT return for the pre-liquidation period and was due a VAT refund from HMRC of £28,592. We have been in correspondence with HMRC and we are due to receive this shortly.

Joint Liquidators' remuneration

Our remuneration was fixed on a time-cost basis by a resolution of the members on 23 November 2018.

During the reporting period, the Joint Liquidators and their staff have incurred time costs of £86,685 from 23 November 2018 to 22 November 2019. During the Reporting Period, a total of £50,000 plus VAT has been paid in relation to the Joint Liquidators' time costs.

At Appendix C to this report there is an analysis of the time spent and a statement of our policy in relation to charging time.

Joint Liquidators' statement of expenses incurred

During the period covered by this report, we have incurred expenses totalling £2,118 plus VAT. The expenses can be summarised as follows.

Type of expense	Incurred (£)	Paid (£)	Outstanding (£)
Joint Liquidators Bonding	640	-	640
Notary Fees	1,082	1,082	-
Travel and Subsistence for Attending Client Meetings	1,036	1,036	-
Total	2,118	2,118	640

Members' rights to further information about, and challenge, remuneration and expenses

In certain circumstances, members are entitled to request further information about our remuneration or expenses, or to apply to court if members consider the costs to be excessive. Further information is provided in Appendix C.

Outstanding Matters

Withholding Tax Refunds

As noted above, the Company is due further overseas withholding tax refunds of approximately £20,000. It is estimated that these repayments will be received over the next 12 months.

Corporation Tax

The pre-liquidation corporation tax returns have been submitted and the Joint Liquidators are awaiting confirmation from HM Revenue & Customs that no enquiries will be opened into any accounting period prior to the appointment of the Joint Liquidators. The Company is also preparing the corporation tax return for the period covered by this report and it is anticipated that this tax return will be submitted shortly.



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Final distribution to shareholders

Once all outstanding matters have been dealt with, the Joint Liquidators will request tax clearance to conclude the liquidation from HMRC.

At present, the Joint Liquidators are not in position to confirm the amount of the final distribution nor the timing as there are a number of matters outstanding as noted in this report. However, as a guide only, it is estimated that the final distribution to Ordinary Shareholders could be in the region of 0.5 pence per Ordinary Share.

Should you wish to discuss any matters arising from this report, please do not hesitate to contact Alexandra Southern on the direct line telephone number shown above.

Yours faithfully
for the Company

A handwritten signature in black ink that reads 'P. Brazzill'.

Patrick Brazzill
Joint Liquidator

P J Brazzill and R P Barker are licensed in the United Kingdom to act as Insolvency Practitioners by the Insolvency Practitioners Association

The Joint Liquidators may act as data controllers of personal data as defined by the General Data Protection Regulation 2016/679, 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 Liquidators. Personal data will be kept secure and processed only for matters relating to the Joint Liquidator's appointment. The Office Holder Data Privacy Notice can be found at www.ey.com/uk/officeholderprivacy.



Blackrock Emerging Europe PLC (In Members' Voluntary Liquidation) ("the Company")

Information about the company and the Joint Liquidators

Registered office address of the company:	Ernst & Young LLP 1 More London Place, London, SE1 2AF
Registered number:	02984526
Full names of the Joint Liquidators:	Patrick Joseph Brazzill Richard Peter Barker
Joint Liquidators' address(es):	Ernst & Young LLP 1 More London Place, London, SE1 2AF
Telephone number through which the Joint Liquidators can be contacted	020 7951 2000
Date of appointment of the Joint Liquidators:	23 November 2018
Details of any changes of Liquidator.	None



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Appendix B

Blackrock Emerging Europe PLC (In Members' Voluntary Liquidation) ("the Company")

Joint Liquidators' receipts and payments account for the period from 23 November 2018 to 22 November 2019.

Declaration of

Solvency

£

	RECEIPTS
149,965,396	Securities at Value
1,624,445	Securities Receivables Balance
743,479	Income Receivable
6,722,668	Cash at Bank
219,142	Overseas Withholding Tax Receipts
	Sundry Receipts
5,707	VAT Reclaim
	Bank Interest
159,280,837	Total receipts
	PAYMENTS
	Distribution to Shareholders (Rollover Option)
	Distribution to Shareholders (Cash Option)
517,852	Scheme and Liquidation Costs
961,197	Accrued Expenses
	Accountancy fees
	Bank charges
	Custody Account Fees
	Fund Management Fees
	Insurance
	Legal Expenses
	Legal fees
	Liquidation expenses
	Liquidators Fees
	London stock exchange Fees
18,890	Preference shares repayment
	Regulatory Subscription Fees
	Printing and postage
	Registrars' fees
	Statutory advertising
	Tax Advisors Fees
	VAT
1,497,939	Total payments
157,782,898	
	Represented By
	Cash at Bank

<u>GBP</u>	<u>USD</u>
	125,213,335
511,731	26,857,313
182,385	
4,248	
2,109	
700,473	152,070,648
	47,757,777
	104,222,370
7,000	
26	
28,036	21
	70,197
3,506	
208	
178,709	
2,118	
50,000	
10,000	
14,848	
1,686	
23,607	
25,624	
660	
5,000	
57,076	
408,104	152,050,365
292,369	20,284
292,369	20,284

Notes

1. The Joint Liquidators' remuneration was fixed on a time-cost basis by a resolution of the members passed on 23 November 2018.
2. Receipts and payments are stated net of VAT.
3. In accordance with the Proposals, the value of the Rollover Pool Cash Pool and Liquidation Pool was based on the valuation of the Company's assets and liabilities as at 23 November 2018.



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Members' rights to request further information about remuneration or expenses or to challenge a liquidator's remuneration – Rules 18.9 and 18.34 of the Insolvency (England and Wales) Rules 2016 (as amended)

18.9 Creditors' and members' request for further information

18.9.—(1) The following may make a written request to the office-holder for further information about remuneration or expenses (other than pre-administration costs in an administration) set out in a progress report under rule 18.4(1)(b), (c) or (d) or a final report or account under rule 18.14—

- (a) a secured creditor;
- (b) an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question);
- (c) members of the company in a members' voluntary winding up with at least 5% of the total voting rights of all the members having the right to vote at general meetings of the company;
- (d) any unsecured creditor with the permission of the court; or
- (e) any member of the company in a members' voluntary winding up with the permission of the court.

(2) A request, or an application to the court for permission, by such a person or persons must be made or filed with the court (as applicable) within 21 days of receipt of the report or account by the person, or by the last of them in the case of an application by more than one member or creditor.

(3) The office-holder must, within 14 days of receipt of such a request respond to the person or persons who requested the information by—

- (a) providing all of the information requested;
- (b) providing some of the information requested; or
- (c) declining to provide the information requested.

(4) The office-holder may respond by providing only some of the information requested or decline to provide the information if—

- (a) the time or cost of preparation of the information would be excessive, or
- (b) disclosure of the information would be prejudicial to the conduct of the proceedings;
- (c) disclosure of the information might reasonably be expected to lead to violence against any person; or
- (d) the office-holder is subject to an obligation of confidentiality in relation to the information



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(5) An office-holder who does not provide all the information or declines to provide the information must inform the person or persons who requested the information of the reasons for so doing.

(6) A creditor, and a member of the company in a members' voluntary winding up, who need not be the same as the creditor or members who requested the information, may apply to the court within 21 days of—

(a) the office-holder giving reasons for not providing all of the information requested; or

(b) the expiry of the 14 days within which an office-holder must respond to a request.

(7) The court may make such order as it thinks just on an application under paragraph (6).

18.34 Members' claim that remuneration is excessive

18.34.—(1) This rule applies to an application in an administration, a winding-up or a bankruptcy made by a person mentioned in paragraph (2) on the grounds that—

(a) the remuneration charged by the office-holder is in all the circumstances excessive;

(b) the basis fixed for the office-holder's remuneration under rules 18.16, 18.18, 18.19, 18.20 and 18.21 (as applicable) is inappropriate; or

(c) the expenses incurred by the office-holder are in all the circumstances excessive.

(2) The following may make such an application for one or more of the orders set out in rule 18.36 or 18.37 as applicable—

(a) a secured creditor,

(b) an unsecured creditor with either—

(i) the concurrence of at least 10% in value of the unsecured creditors (including that creditor), or

(ii) the permission of the court, or

(c) in a members' voluntary winding up—

(i) members of the company with at least 10% of the total voting rights of all the members having the right to vote at general meetings of the company, or

(ii) a member of the company with the permission of the court.

(3) The application by a creditor or member must be made no later than eight weeks after receipt by the applicant of the progress report under rule 18.3, or final report or account under rule 18.14 which first reports the charging of the remuneration or the incurring of the expenses in question ("the relevant report").

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The Joint Liquidators Time Costs for the period from 23 November 2018 to 22 November 2019

**BlackRock Emerging Europe PLC (In Members' Voluntary Liquidation) ("the Company")
SIP9 Analysis for the period 23 November 2018 to 22 November 2019**

Classification of work function	Partner / Director	Manager	Other Senior Professionals	Assistants & Support	Total hours this reporting period	Average Hourly Rate	Time Costs for period 23/11/2018 to 22/11/2019
Bank & Statutory Reporting		3.1	1.0		4.1	281.96	1,156.02
Employee Matters			0.2		0.2	395.00	79.00
Immediate Tasks	0.3	23.5	3.1		26.9	564.81	15,193.50
Legal Issues		1.7			1.7	580.00	986.00
Members	1.1	2.3	8.4		11.8	495.85	5,851.00
Statutory Duties	0.1	1.0	7.0	0.5	8.6	418.02	3,594.99
VAT & Taxation	0.2	5.8	11.5		17.5	474.09	8,296.50
Accounting and Administration	0.7	12.0	81.2	23.8	117.7	406.64	47,861.86
Creditors		4.9	0.4	1.2	6.5	508.15	3,303.00
Grand Total	2.4	54.3	112.8	25.5	195.0	442.68	86,321.87
Average Hourly rates	1,090.00	568.45	413.20	244.33	442.68		
Time costs engagement to date	2,616.00	30,867.02	46,608.50	6,230.35	86,321.87		