

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas

Case number (if known): _____ Chapter 15

☐ Check if this is an amended filing**Official Form 401****Chapter 15 Petition for Recognition of a Foreign Proceeding****12/15**

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write debtor's name and case number (if known).

1. Debtor's name PizzaExpress Financing 2 PLC

2. Debtor's unique identifier

For non-individual debtors:☐ Federal Employer Identification Number (EIN) ____ - ____ - ____☒ Other 09119629. Describe identifier Registration Number.**For individual debtors:**☐ Social Security number: xxx - xx- ____ - ____☐ Individual Taxpayer Identification number (ITIN): 9 xx - xx - ____ - ____☐ Other _____. Describe identifier _____.

3. Name of foreign representative(s)

Andrew Pellington

4. Foreign proceeding in which appointment of the foreign representative(s) occurred

Restructuring Plan under Part 26A of the Companies Act 2006

5. Nature of the foreign proceeding

Check one:

- ☒ Foreign main proceeding
- ☐ Foreign nonmain proceeding
- ☐ Foreign main proceeding, or in the alternative foreign nonmain proceeding

6. Evidence of the foreign proceeding

- ☒ A certified copy, translated into English, of the decision commencing the foreign proceeding and appointing the foreign representative is attached.
- ☐ A certificate, translated into English, from the foreign court, affirming the existence of the foreign proceeding and of the appointment of the foreign representative, is attached.
- ☐ Other evidence of the existence of the foreign proceeding and of the appointment of the foreign representative is described below, and relevant documentation, translated into English, is attached.
- _____
- _____

7. Is this the only foreign proceeding with respect to the debtor known to the foreign representative(s)?

- ☐ No. (Attach a statement identifying each country in which a foreign proceeding by, regarding, or against the debtor is pending.)
- ☒ Yes

Debtor PizzaExpress Financing 2 PLC Case number (if known) _____
Name

8. Others entitled to notice

Attach a list containing the names and addresses of:

- (i) all persons or bodies authorized to administer foreign proceedings of the debtor,
- (ii) all parties to litigation pending in the United States in which the debtor is a party at the time of filing of this petition, and
- (iii) all entities against whom provisional relief is being sought under § 1519 of the Bankruptcy Code.

9. Addresses

Country where the debtor has the center of its main interests:

United Kingdom

Debtor's registered office:

Hunton House Highbridge Estate

Number Street

P.O. Box

Uxbridge UB8 1LX

City State/Province/Region ZIP/Postal Code

United Kingdom

Country

Individual debtor's habitual residence:

Address of foreign representative(s):

Number Street

Hunton House Highbridge Estate

Number Street

P.O. Box

P.O. Box

City State/Province/Region ZIP/Postal Code

Uxbridge UB8 1LX

City State/Province/Region ZIP/Postal Code

Country

United Kingdom

Country

10. Debtor's website (URL)

https://www.pizzaexpress.com

11. Type of debtor

Check one:



Non-individual (check one):



Corporation. Attach a corporate ownership statement containing the information described in Fed. R. Bankr. P. 7007.1.



Partnership



Other. Specify: _____



Individual

Debtor

PizzaExpress Financing 2 PLC

Name

Case number (if known)

12. Why is venue proper in this district?

Check one:

- ☒ Debtor's principal place of business or principal assets in the United States are in this district.
- ☐ Debtor does not have a place of business or assets in the United States, but the following action or proceeding in a federal or state court is pending against the debtor in this district:
- _____
- ☐ If neither box is checked, venue is consistent with the interests of justice and the convenience of the parties, having regard to the relief sought by the foreign representative, because:
- _____

13. Signature of foreign representative(s)

I request relief in accordance with chapter 15 of title 11, United States Code.

I am the foreign representative of a debtor in a foreign proceeding, the debtor is eligible for the relief sought in this petition, and I am authorized to file this petition.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct,

X

Signature of foreign representative

Andrew Pellington

Printed name

Executed on

10/04/2020

MM / DD / YYYY

X

Signature of foreign representative

Printed name

Executed on

MM / DD / YYYY

14. Signature of attorney**X**

/s/ Matthew D. Cavanaugh

Date

10/04/2020

Signature of Attorney for foreign representative

MM / DD / YYYY

Matthew D. Cavanaugh

Printed name

Jackson Walker L.L.P.

Firm name

1401 McKinney Street, Suite 1900

Number Street

Houston

City

Texas

State

77010

ZIP Code

(713) 752-4200

Contact phone

mcavanaugh@jw.com

Email address

24062656

Bar number

TX

State

Exhibit A

Statement Pursuant to Bankruptcy Rule 1007(a)(4)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

PIZZAEXPRESS FINANCING 2 PLC,¹

Debtor in a Foreign Proceeding.

§

§ Chapter 15

§

§ Case No. 20-[____] (____)

§

§

§

STATEMENT PURSUANT TO BANKRUPTCY RULE 1007(a)(4)

Andrew Pellington, in his capacity as the authorized foreign representative (the “Foreign Representative”) of the foreign debtor PizzaExpress Financing 2 PLC in the above captioned proceeding (the “Foreign Debtor”), which is the subject of a proceeding under Part 26A of the Companies Act 2006 currently pending in the United Kingdom (the “English Proceeding”) hereby submits this statement pursuant to Rule 1007(a)(4) of the Federal Rules of Bankruptcy Procedure.

I. Corporate Ownership Statement (Fed. R. Bankr. P. 7007.1).

In compliance with the requirements of Bankruptcy Rule 1007(a)(4)(A), the following is a corporate ownership statement of the Debtor, which identifies any corporation (other than a governmental unit) that directly or indirectly owns 10% or more of any class of the Debtor’s equity interests as of October 4, 2020:

- PizzaExpress Financing 1 plc: PizzaExpress Financing 1 plc directly owns 100% of the Debtor’s equity interests;
- PizzaExpress Group Holdings Limited: PizzaExpress Group Holdings Limited indirectly owns 100% of the Debtor’s equity interests;

¹ The last four digits of Debtor’s foreign identification number are: 9629. The location of the Debtor’s service address for purposes of this chapter 15 case is: Hunton House Highbridge Estate, Oxford Road, Uxbridge UB8 ILX, United Kingdom. Additional information may be obtained on the website of the Debtor’s claims and noticing agent at <https://www.donlinrecano.com/pizzaexpress>.

- Pizza Deliziosa Limited: Pizza Deliziosa Limited indirectly owns 100% of the Debtor's equity interests;
- Crystal Bright Developments Limited: Crystal Bright Developments Limited indirectly owns 90% of the Debtor's equity interests;
- Legend Holdings Corporation: Legend Holdings Corporation indirectly owns 54.63% of the Debtor's equity interests;
- Aspired Century Group Limited: Aspired Century Group Limited indirectly owns 46.3% of the Debtor's equity interests;
- Charming Lime Limited: Charming Lime Limited indirectly owns 18.1% of the Debtor's equity interests;
- Shanghai JinJiang Capital Management Co. Ltd: Shanghai JinJiang Capital Management Co. Ltd indirectly owns 18.1% of the Debtor's equity interests;
- JinJiang International Holding Co., Ltd: JinJiang International Holding Co., Ltd indirectly owns 18.1% of the Debtor's equity interests;
- Billion Express Resources Corporation: Billion Express Resources Corporation indirectly owns 12.8% of the Debtor's equity interests;
- Bank of China Group Investment Limited: Bank of China Group Investment Limited indirectly owns 12.8% of the Debtor's equity interests; and
- Bank of China Limited: Bank of China Limited indirectly owns 12.8% of the Debtor's equity interests.

II. Persons or Bodies Authorized to Administer Foreign Proceedings of the Foreign Debtor.

As of October 4, 2020 (the "Petition Date"), the Foreign Representative is authorized to administer a "foreign proceeding" of the Foreign Debtor. The service address for the Foreign Debtor is Hunton House Highbridge Estate, Oxford Road, Uxbridge UB8 ILX, United Kingdom.

III. Pending Litigation.

The Foreign Representative is not aware of any litigation involving the Foreign Debtor currently pending in the United States.

IV. Provisional Relief.

As of the Petition Date, the Debtor is not seeking any provisional relief.

V. Additional Foreign Proceedings.

The Foreign Debtor is not involved in any additional foreign proceedings.

Houston, Texas
October 4, 2020

/s/ Matthew D. Cavanaugh

Matthew D. Cavanaugh (TX Bar No. 24062656)

Veronica A. Polnick (TX Bar No. 24079148)

JACKSON WALKER LLP

1401 McKinney Street, Suite 1900

Houston, TX 77010

Telephone: (713) 752-4200

Facsimile: (713) 752-4221

Co-Counsel to the Foreign Representative

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

David R. Seligman, P.C. (*pro hac* vice pending)

Laura Elizabeth Krucks (*pro hac* vice pending)

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Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

Email: david.seligman@kirkland.com

laura.krucks@kirkland.com

Co-Counsel to the Foreign Representative

Exhibit B

Certified Convening Order



Case No. CR -2020-003816

CR-2020-003816

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

Before: Sir Alastair Norris

30 September 2020

IN THE MATTER OF PIZZAEXPRESS FINANCING 2 PLC

(the “Plan Company”)

AND

IN THE MATTER OF THE COMPANIES ACT 2006

ORDER TO CONVENE MEETINGS

UPON THE APPLICATION made by the Plan Company by Part 8 Claim Form dated 28 September 2020 (the “**Claim Form**”)

AND UPON HEARING David Allison QC leading Ryan Perkins for the Plan Company and Felicity Toubé QC leading Adam Al-Attar for the Ad Hoc Group

AND UPON READING the evidence filed

AND UPON the Court having adopted in this Order, save where terms are otherwise expressly defined, the definitions contained in the proposed restructuring plan promulgated by the Plan Company pursuant to Part 26A of the Companies Act 2006 (the “**Restructuring Plan**”) and the draft

explanatory statement in relation to the Restructuring Plan pursuant to section 901D of the Companies Act 2006 (the “**Explanatory Statement**”)

AND UPON the Plan Company having appointed Andrew Pellington to act as the foreign representative (the “**Foreign Representative**”) in respect of the Restructuring Plan in any proceedings under Chapter 15 of the U.S. Bankruptcy Code (“**Chapter 15 Case**”) to obtain recognition of the Restructuring Plan as a foreign main proceeding.

IT IS ORDERED THAT:

1. The Plan Company be at liberty to convene, in accordance with paragraph 2 below, three separate meetings of the Plan Participants (the “**Plan Meetings**”) pursuant to Part 26A of the Companies Act 2006 for the purpose of considering, and if thought fit, approving (with or without modification) the restructuring plan under Part 26A of the Companies Act 2006 proposed to be made between the Plan Company and its Plan Participants (the “**Restructuring Plan**”). Of these Plan Meetings:
 - (a) the first Plan Meeting shall be for the Existing SSN Creditors (the “**Existing SSN Plan Meeting**”);
 - (b) the second Plan meeting shall be for the SUN Creditors (the “**SUN Plan Meeting**”); and
 - (c) the third Plan Meeting shall be for the Plan Member (the “**Plan Member Meeting**”).
2. The Plan Meetings shall be held on 21 October 2020 via video conference in accordance with paragraphs 196 to 204 of the first witness statement of Mr Andrew David Pellington (or at such other forum or venue, date or time as the Plan Company may notify to the Plan Participants. The Plan Meetings shall be structured as follows:
 - (a) The Existing SSN Plan Meeting shall commence at 11:00 a.m.

(b)The SUN Plan Meeting shall commence at 11:45 a.m. or, if later, after the Existing SSN Plan Meeting concludes.

(c)The Plan Member Meeting shall commence at 12:30 p.m. or, if later, after the SUN Plan Meeting concludes.

3. As soon as reasonably practicable after the making of this Order, a copy of the document incorporating the Restructuring Plan, the Explanatory Statement, the Notice convening the Plan Meetings, the Account Holder Letter and Voting/Proxy Form (together, the “**Plan Documentation**”) shall be made available to Plan Participants on the Plan Website at www.glas.agency/pizzaexpress.
4. Until the date of the Plan Meetings, Plan Participants may request hard copies of the Plan Documentation from the Information Agent, GLAS Specialist Services Limited (contact: lm@glas.agency (Attention: Manager, Liability Management – Pizza Express)) and when so requested shall be provided with them free of charge.
5. The Plan Documentation shall be distributed in the form or substantially in the form of the draft submitted to the Court.
6. Unless the Court orders otherwise, the accidental omission to serve any Plan Participant with notice of the Plan Meetings or any of the Plan Documentation or the non-receipt of notice of the Plan Meetings or any of the Plan Documentation by a Plan Participant shall not invalidate the proceedings at the Plan Meetings.
7. In order to vote at the Plan Meeting, Plan Creditors shall complete and submit a copy of the Account Holder Letter:

(a)online via the GLAS Portal (<https://glas-agency.appiancloud.com/suite/sites/pizza-express>) soon as possible and in any event so as to be received no later than before 5:00 p.m. (London time) on 19 October 2020; or

(b)email in pdf form to lm@glas.agency (Attention: Manager, Liability Management – Pizza Express) so as to be received no later than before 5:00 pm (London time) on 19 October 2020.

8. In order to vote at the Plan Meeting, the Plan Member shall complete and submit a copy of the Proxy Form email in pdf form to lm@glas.agency (Attention: Manager, Liability Management – Pizza Express) so as to be received no later than before 5:00 pm (London time) on 19 October 2020.
9. Andrew Pellington, a director of the Plan Company, or, if for any reason he is unable to act, Sean Lacey of Kirkland & Ellis, the Plan Company's solicitors, be appointed to act as chair of the Plan Meetings (the "**Chair**") and be directed to report the results of the Plan Meetings to the Court.
10. The Chair shall:
 - a. oversee voting.
 - b. be at liberty, but shall be under no obligation, to accept otherwise incomplete or late Account Holder Letters or Voting/Proxy Forms at his discretion after the date fixed in the notices (but, for the avoidance of doubt, provided that any such Account Holder Letter or Voting/Proxy Form is received before he closes the relevant Plan Meeting).
 - c. be at liberty to rely on the electronic confirmations or signatures on the Account Holder Letter or Voting/Proxy Forms as a warranty that the signatory (or person submitting such confirmation) has been duly authorised by the relevant Plan Participant without further investigation.

- d. be at liberty, but shall be under no obligation, to permit the attendance of persons who are not entitled to attend and vote at any particular Plan Meeting (including the Plan Participants of a different class) unless an objection is taken by (or by a person appointed to vote by proxy for) a Plan Participant entitled to attend and vote at the relevant Plan Meeting, but such a person shall not be entitled to speak or vote at the Plan Meetings.
 - e. be at liberty to adjourn the Plan Meetings to the same or another online platform, provided that, if adjourned, the Plan Meeting in question recommences as soon as reasonably practicable thereafter.
- 11. For the purpose of determining whether the statutory majorities of Plan Participants voting for the Restructuring Plan have been achieved, the Chair to determine whether Plan Participants voting at the Plan Meeting approve the Restructuring Plan by those representing 75% in value of those present and voting at each of the Plan Meetings, value the claim of each Plan Participant. The Chair will retain overall discretion in this regard, and will act on information available to him from the Plan Company. The valuation will be for voting purposes only and will not in itself constitute an admission of the existence or amount of a claim and will not bind the Plan Company or the Plan Participant concerned for any other purpose.
- 12. A Plan Participant may appoint no more than one person as their proxy, and if the appointee is not the Chair may provide in the appointment that the appointee may vote in the appointee's absolute discretion.
- 13. Any person validly appointed as proxy for a Plan Participant may attend and speak at the relevant Plan Meeting.

14. The Chair and the Plan Company shall have permission to apply for such further direction in this matter as either may consider necessary or appropriate.
15. Pursuant to rule 5.4D(2) of the Civil Procedure Rules, at least three clear days' notice shall be given to the Plan Company of any application made by a person for permission under rule 5.4C of the Civil Procedure Rules to obtain a copy of a document from the court records in this matter.
16. The Claim Form shall be restored and a further Court hearing at which the Plan Company shall seek the sanction of the Court to the Restructuring Plan shall be listed on 29 October 2020.
17. There be liberty to apply.

AND IT IS DECLARED THAT:

18. Andrew Pellington has been validly appointed by the Plan Company to act as the Plan Company's "foreign representative" and is authorised to act as the Plan Company's agent in seeking any relief available to a "foreign representative" under Chapter 15 of the U.S. Bankruptcy Code.