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Anna Scharnetzky

Call: 2011

Anna specialises in company law, corporate insolvency and restructuring, as well as related areas of commercial litigation. Her practice is divided approximately equally between advisory/transactional work and litigation.

She is presently acting for Jardine Strategic Holdings in the ongoing merger appraisal proceedings in Bermuda arising from an amalgamation within the Hong Kong based Jardine Matheson Group (led by Martin Moore KC). Many of her cases have involved disputes over the control of companies. She also has particular expertise of acting in unfair prejudice proceedings.

Anna is regularly instructed to advise and act in relation to corporate advisory and transactional matters, including reductions of capital, schemes of arrangement, buy-backs and company meetings.

Anna frequently acts and advises on overseas matters, including in the British Virgin Islands, Bermuda and Jersey. She is called to the Bar of the Eastern Caribbean Supreme Court.

Anna is a bilingual German speaker and also admitted to practise in Germany.

Corporate

- Shareholder disputes / shareholders' rights
- Company meetings and resolutions
- Corporate governance and directors' duties
- Drafting of and advice on shareholders' agreements and articles of association
- Reductions of capital (including to remedy failed share buy-backs)
- Schemes of arrangement and M&A
- Corporate reorganisations
- Rectification of the register of members

Anna advises and acts on all aspects of company law, both in litigation and in an advisory/transactional context.

Examples of Anna's recent work include:

Re Jardine Strategic Holdings Ltd (ongoing) – acting for Jardine Strategic Holdings Ltd in ongoing merger appraisal proceedings in Bermuda arising from an amalgamation within the Hong Kong based Jardine Matheson Group (instructed by Linklaters; alongside Andrew Blake and led by Martin Moore KC)

Confidential Arbitration (2023-2024) – Anna was instructed as sole Counsel to defend s 994 proceedings in an LCIA arbitration (settled)

Re Silverwood Brands plc (2024) – acted for Silverwood Brands plc (led by Edward Davies KC) on a reduction of capital designed to unwind the company's acquisition of a 20% stake in Lush.

Re Silverwood Brands plc (2024) - acted for Silverwood Brands plc (led by Edward Davies KC) to defend proceedings brought by Lush challenging Silverwood Brands plc's acquisition of a 20% stake in Lush on the basis that it violated the pre-emption rights under Lush's articles.

Elias v Mamistvalov [2022] EWHC 1930 (Ch) – acted as sole Counsel for the successful claimant in a dispute concerning the ownership of a company.

Instagroup Ltd v Carroll [2022] EWHC 464 (QB) – acted as sole Counsel for the successful claimant enforcing personal guarantees given by a company director.

Re Credo Care Limited [2021] EWHC 3701 (Ch), [2021] All ER (D) 101 (Dec) – acted as sole Counsel for the company on a members' scheme of arrangement designed to remove an absolutely entrenched provision contained in the company's memorandum of association.

Re LV (2021) – advised and acted for LV (led by Martin Moore KC) in relation to a members' scheme of arrangement in connection with Bain Capital's takeover bid. The scheme was designed to remove certain entrenched provisions of LV's articles, which prevented demutualisation and the takeover. Ultimately the necessary majorities were not obtained so that the scheme did not proceed to a sanction hearing.

Re Petropavlovsk plc (2021) – acted for the independent directors of Petropavlovsk plc (led by Andreas Gledhill KC and Nigel Dougherty) successfully opposing an application by a shareholder for an urgent injunction to stop the company's sale of its stake in IRC Limited.

Re Britannia Steam Ship Insurance Association Ltd – advised and acted for Britannia Steam Ship Insurance Association Limited (led by Martin Moore KC) in relation to a Part VII insurance business transfer scheme. The scheme was prompted by Brexit and the impending loss of passporting rights under Solvency II.

Restructuring & Insolvency

- Winding-up proceedings (incl. applications to set aside statutory demands, for injunctions to restrain advertisement, validation orders, rescission of a winding-up order)
- Administration
- Contentious insolvency (including cross-border issues)
- Reversal of transactions in insolvency (transactions at an undervalue, preference etc.)
- Restructurings, CVAs, creditor schemes

Examples of Anna's recent work include:

Re Payerise Ltd (ongoing) – acting for the liquidator of Payerise Ltd. Successfully obtained a declaration dismissing a third party's claim to a beneficial interest in company assets.

Re RZ3262019 Ltd (BVIHCMAP2023/0011) – acted for RZ3262019 Ltd, a BVI-incorporated company with a large property portfolio in the People's Republic of China, (led by Edward Davies KC) on its appeal to the Court of Appeal of the Eastern Caribbean against an order appointing liquidators.

Snoozebox Ltd v Health and Safety Executive [2023] EWHC 851 (Ch), [2023] BPIR 994 – acted for Snoozebox Ltd (led by Raquel Agnello KC) in its claim for declarations that the company's liability to pay any fine or prosecution costs, which it might be ordered to pay in pending criminal proceedings, had already been compromised and released under an earlier CVA.

Re Telnic Ltd [2021] 2 All ER (Comm) 328 – instructed as sole Counsel by the petitioner in relation to an appeal against Deputy ICC Judge Schaffer's decision ([2020] EWHC 1615 (Ch)) to stay the petitioner's winding-up petition in respect of Telnic Ltd on the basis that the petition debt was not admitted and subject to an arbitration agreement. Anna was subsequently instructed by the petitioner on its challenge to Telnic Ltd's CVA and successfully obtained an order setting it aside.

Re Park First – advised and acted (led by Raquel Agnello KC) for the 14 Park First entities in relation to a challenge to their interconnected CVAs. The challenge raised a vertical comparator argument and the "good faith" principle in relation to third-party director releases. The case settled shortly before an expedited trial.

Re C&J Clarks Ltd – advised and acted (led by Raquel Agnello KC) for C&J Clarks Ltd and the supervisors in connection with a challenge to Clarks' CVA.

Re T & N Asbestos Trustee Company Ltd [2016] EWHC 2594 (Ch) – Application by a trustee for directions (with Peter Arden KC)

Re Sanko Steamship Co Ltd [2015] EWHC 1031 (Ch) – Application for the remission of funds to the debtor company in Japan under the Cross-Border Insolvency Regulations 2006 (with Edward Davies KC)

Re Commonwealth Institute (Setchim v Secretary of State for Foreign & Commonwealth Affairs) [2014] W.T.L.R. 1621 – Application by the liquidators for directions in relation to (amongst other matters) a potential claim against the Government estimated to be worth in excess of £18m (with Peter Arden KC and Tim Akkouh)

Litigation & Arbitration

Anna is regularly instructed on corporate and commercial disputes, including:

- Shareholder disputes (incl. unfair prejudice petitions, derivative claims, joint venture disputes and personal claims)
- Claims by a company against its former directors / breach of directors' duties
- Directors' disqualification
- Claims arising out of unlawful distributions
- Breach of warranty claims arising out of share sale agreements
- Civil fraud and asset recovery
- Disputes as to jurisdiction and service
- Interim remedies (including applications for freezing and proprietary injunctions)

Examples of Anna's recent and current cases include:

Re Jardine Strategic Holdings Ltd – acting for Jardine Strategic Holding Ltd in ongoing merger appraisal proceedings in Bermuda arising from an amalgamation within the Hong Kong based Jardine Matheson Group (instructed by Linklaters; alongside Andrew Blake and led by Martin Moore KC)

Confidential LCIA arbitration (2024) - Anna was instructed as sole Counsel to defend s. 994 proceedings brought in an LCIA arbitration.

Re Payerise Ltd (ongoing) – acting for the liquidator of Payerise Ltd. Successfully obtained a declaration dismissing a third party's claim to a beneficial interest in company assets.

Re Silverwood Brands plc (2024) - acted for Silverwood Brands plc (led by Edward Davies KC) to defend proceedings brought by Lush challenging Silverwood Brands plc's acquisition of a 20% stake in Lush on the basis that it violated the pre-emption rights under Lush's articles.

Nam Tai Property v Greater Sail Ltd, Kaisa Group Holdings Ltd BVIHC (COM) 2022/0016 – acted for Nam Tai (led by Edward Davies KC) in litigation involving claims in conspiracy. The litigation followed from a successful challenge to a US$ 170 million rights issue by Nam Tai which had been made for the improper purpose of allowing Kaisa to control the Nam Tai Group. Successfully defended an application to stay the proceedings on forum non conveniens grounds.

Re RZ3262019 Ltd (BVIHCMAP2023/0011) – acted for RZ3262019 Ltd, a BVI-incorporated company with a large property portfolio in the People's Republic of China, (led by Edward Davies KC) on its appeal to the Court of Appeal of the Eastern Caribbean against an order appointing liquidators.

Snoozebox Ltd v Health and Safety Executive [2023] EWHC 851 (Ch), [2023] BPIR 994 – acted for Snoozebox Ltd (led by Raquel Agnello KC) in its claim for declarations that the company's liability to pay any fine or prosecution costs, which it might be ordered to pay in pending criminal proceedings, had already been compromised and released under an earlier CVA.

Elias v Mamistvalov [2022] EWHC 1930 (Ch) – acted as sole Counsel for the successful claimant in a dispute concerning the ownership of a company.

Instagroup Ltd v Carroll [2022] EWHC 464 (QB) – acted as sole Counsel for the successful claimant enforcing personal guarantees given by a company director.

Re Telnic Ltd [2021] 2 All ER (Comm) 328 – instructed as sole Counsel by the petitioner in relation to an appeal against Deputy ICC Judge Schaffer's decision ([2020] EWHC 1615 (Ch)) to stay the petitioner's winding-up petition in respect of Telnic Ltd on the basis that the petition debt was not admitted and subject to an arbitration agreement. Anna was subsequently instructed by the petitioner on its challenge to Telnic Ltd's CVA and successfully obtained an order setting it aside.

Re Petropavlovsk plc (2021**)** – acted for the independent directors of Petropavlovsk plc (led by Andreas Gledhill KC and Nigel Dougherty) successfully opposing an application by a shareholder for an urgent injunction to stop the company's sale of its stake in IRC Limited.

Abaidildinov v Amin [2020] 1 WLR 5120 – acted for claimant in a dispute over the control of a mining company with interests in Kazakhstan. Anna (instructed as sole Counsel) successfully obtained interim freezing and

proprietary injunctions against the company's former director and CEO. Subsequently, Anna (led by Edward Davies KC) succeeded in obtaining summary judgment confirming the defendant's removal as director.

Findmyclaims.Ltd v Howe [2018] 1833 (Ch) – acted for the company (led by Edward Davies KC) on an expedited trial in a dispute over the control of the company involving a contested s. 125 claim for rectification of the register of members (case settled shortly before trial).

JSC Mezhdunarodniy Promyshlenniy Bank v Pugachev [2016] EWHC 258 (Ch) and [2016] EWHC 192 (Ch) – instructed (with Stephen Smith KC and Ben Griffiths) as junior counsel in committal proceedings which resulted in a two-year prison sentence.

Memberships & Publications

Chancery Bar Association

COMBAR

British-German Jurists' Association

Education & Awards

2006 – 2009 BA (Hons) in Law, Corpus Christi College, Cambridge

- James William Squire Scholarship (Faculty of Law, University of Cambridge)
- Avory Scholarship (Corpus Christi College, Cambridge)

2009 – 2010 LLM (Distinction), University College London

2010 – 2011 BPTC (Very Competent), Kaplan Law School

- The Bacon Award (Gray's Inn)
- Avory Studentship (Corpus Christi College, Cambridge)

Ranked in

Ranked in Chambers & Partners UK Bar 2027 (Company, Offshore) and Legal 500 (2027) – Company, Insolvency, Commercial Disputes (English Bar Offshore)

Chambers & Partners UK Bar (2027)

"She was great to work with and proved a great additional resource to our team."

"Anna has a fantastic analytical mind and is really rigorous and meticulous in her approach. She has a laser focus on her cases and unpicks the legal principles at play with ease."

"Anna Scharnetzky was excellent. She was brilliant in summarising a quite dense area of law into a compelling submission. Anna is very sharp, friendly and collaborative; overall, she is a highly regarded team member."

Anna Scharnetzky

"Anna is an extremely capable junior. She is fully across the detail of a case and provides clear advice on the most abstruse corporate law points. “Legal 500 UK Bar (2025)

“Anna is excellent to work with. Her input on strategic considerations is invaluable. She is prompt, responsive and thorough when her input is needed.”

“Anna’s technical analysis of complex areas of law is first-rate and her contributions are invaluable.”

“Extremely effective, incisive, thorough, inspires complete confidence and always delivers.”

Legal 500 UK Bar (2024)

“Extremely thorough, diligent and a highly effective advocate.”

“‘Anna is a skilled and highly competent junior who can assimilate a huge amount of information in a short space of time and cut through straight to the core issues.”