



## David Mabb KC

Call: 1979 Silk: 2001

Litigation and advisory work covering company law and all related areas, including accounting matters, corporate finance, financial services, corporate insolvency, and some professional negligence and commercial work.

Expert evidence and advice as to English law for proceedings in overseas Courts, including in the United States, Australia, Norway, Austria, and for international arbitrations.

[clerks@erskinechambers.com](mailto:clerks@erskinechambers.com)

### Company

- Domestic companies
- Overseas companies in common law jurisdictions
- Corporate governance- various constraints on directors
- Corporate reorganisations
- Takeovers
- Accounting matters
- Corporate finance
- Capital markets
- Shareholder disputes
- Joint ventures
- Co-operative societies
- Professional negligence- company and related areas

#### Significant reported cases include:

**Eclairs Group Limited v JKX Oil & Gas Plc & Ors [2014] 1 BCLC 202 (Mann J. – Chancery Division); [2014] 2 BCLC 164 (Court of Appeal); [2016] 1 BCLC 1 (Supreme Court)**

Questions whether a power in articles of association to impose voting and transfer restrictions in relation to shares had arisen and, if so, whether it was exercised for the proper purpose.

**Re Expro International Group Plc [2010] 2 BCLC 514 (David Richards J. – Chancery Division)**

Application for the sanction of a scheme of arrangement, and rival application to adjourn, involving consideration of the Takeover Code, particularly rule 2.8. (Acted for the Takeover Panel.)

**Stansell Ltd v Co-operative Group (CWS) Ltd [2006] 1 BCLC 401 (Blackburne J. – Chancery Division); [2006] 1 WLR 1704 (Court of Appeal)**

Question concerning the operation of a transfer of engagements under Section 51 of the Industrial and Provident Societies Act 1965 in relation to a construction contract containing a restriction on assignment.

## **EIC Services Ltd v Phipps [2004] 2 BCLC 589 (Neuberger J. – Chancery Division); [2005] 1 WLR 1377 (Court of Appeal)**

Question whether a bonus issue was valid; involving issues of shareholder approval, common mistake and Section 35A of the Companies Act 1985.

## **Rose v Lynx Express Ltd [2004] 1 BCLC 455 (Court of Appeal)**

Application for disclosure, under CPR r.31.16, before proceedings started; depending on whether it was properly arguable with a real prospect of a success that pre-emption provisions had been triggered.

## **Villatte v 38 Cleveland Square Management Ltd LTL 16/10/2002 (Court of Appeal)**

Question whether proceedings in a company's name were duly authorised; issues of acquiescence in the appointment of its directors, the scope of regulation 92 in the 1985 Table A and ratification.

## **Smith v Henniker-Major & Co (a firm) [2002] BCC 544 (Rimer J. – Chancery Division); [2003] Ch 182 (Court of Appeal)**

Issues concerning Section 35A of the Companies Act 1985; ratification; amendment of pleadings post-expiry of limitation period.

## **Re Anglo American Insurance Co Ltd [2001] 1 BCLC 755 (Neuberger J. – Chancery Division)**

Questions concerning set-off arrangements raised on the hearing of a petition seeking sanction for a creditors' scheme of arrangement under Section 425 of the Companies Act 1985.

## **Re Sedgefield Steeplechase Co (1927) Ltd [2000] 2 BCLC 211 (Lord Hoffmann – Chancery Division); [2001] BCC 889 (Court of Appeal)**

Question arising in a claim and a parallel Section 459 petition whether pre-emption provisions had been triggered.

## **Re Guidezone Ltd [2000] 2 BCLC 321 (Jonathan Parker J. – Chancery Division)**

Petition seeking relief under Section 459 of the Companies Act 1985, alternatively winding up on the just and equitable ground. The judgment considers the scope of, particularly, the latter jurisdiction.

## **Re Ransomes Plc [1999] 1 BCLC 775 (Lloyd J. – Chancery Division); [1999] 2 BCLC 591 (Court of Appeal)**

Petition seeking confirmation of cancellation of share premium account, opposed by preference shareholder.

## **Financial Services**

---

- Financial regulation and enforcement
- Client money
- Part VII business transfers
- Prospectus liability
- Market abuse/insider dealing
- Financial promotion
- Collective investment schemes
- Alternative Investment funds

Significant reported cases include:

## **Re Lehman Brothers International (Europe) (No 2) [2011] 2 BCLC 184 (Court of Appeal); [2012] 1 BCLC 487 (Supreme Court)**

Questions concerning the statutory trust created by the client money rules in the FSA Handbook at CASS 7. (Acted for the FSA.)

## Re Alliance Assurance Co Ltd LTL 17/10/2006 (David Richards J. – Chancery Division)

Question as to who should pay a creditor's costs of initial opposition to an insurance business transfer scheme under Part VII of the Financial Services and Markets Act 2000.

## Corporate Insolvency and Restructuring

---

- Contentious insolvency
- Cross-border issues
- Debt capital markets
- Creditors schemes of arrangement
- Administration
- Winding up
- Receivership
- CVAs

Significant reported cases include:

### **Re Lehman Brothers International (Europe) (No 2) [2011] 2 BCLC 184 (Court of Appeal); [2012] 1 BCLC 487 (Supreme Court)**

Questions concerning the statutory trust created by the client money rules in the FSA Handbook at CASS 7. (Acted for the FSA.)

### **Feetum & Ors v Levy & Ors [2005] 1 WLR 2576 (Lewison J. – Chancery Division)**

Question whether the appointment of administrative receivers of a limited liability partnership was valid, which depended on the scope of the project finance exception in Section 72E of the Insolvency Act 1986 to the prohibition in Section 72A. (For the decision of the Court of Appeal, upholding the Judge's Order, see [2006] Ch 585.)

### **Re Anglo American Insurance Co Ltd [2002] BCC 715 (Neuberger J. – Chancery Division)**

Questions arising in relation to applications by joint provisional liquidators for letters requesting assistance from two overseas Courts.

### **Re Anglo American Insurance Co Ltd [2001] 1 BCLC 755 (Neuberger J. – Chancery Division)**

Questions concerning set-off arrangements raised on the hearing of a petition seeking sanction for a creditors' scheme of arrangement under Section 425 of the Companies Act 1985.

## International – Expert Evidence

---

Work in relation to overseas companies formed in common law jurisdictions.

Expert evidence and advice as to English law for proceedings in overseas Courts, including in the United States, Australia, Norway, Austria, and for international arbitrations.

## Memberships and Publications

---

### Chancery Bar Association

Buckley on the Companies Acts (commentary on Part 9 of the Companies Act 2006 (Exercise of Members' Rights) and on parts of the 1985 Table A and the Model Articles).

## Education

---

Cambridge University – B.A. in law, 1<sup>st</sup> class (1978), M.A. (1982);

Lincoln's Inn – major scholarship (1979);

Erskine Chambers- joined in 1980.

## FRRP

---

Member of the Financial Reporting Review Panel (2009-2019).