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## Olivia Tolson

### Call: 2023

Olivia specialises in company law, commercial litigation and corporate insolvency and restructuring. She is currently instructed on a range of matters across these areas, including in the offshore context.

Olivia undertakes both advisory and contentious work and details of her led and unled experience in these areas is set out below. A recent highlight was assisting with successfully defending an interim injunction application in *Yodel Delivery Network Ltd v Corlett and others* [2025] EWHC 1435 (led by Andrew Thompson KC, Ben Griffiths and Samuel Parsons).

In 2024, Olivia undertook a secondment to Slaughter and May's corporate/M&A department. She was involved in advising on a range of corporate matters and also gained transactional experience. In 2025, Olivia was seconded to the Restructuring and Team at Harrison Clark Rickerby and worked on matters including the £130 million liquidation of Rockfire Capital Limited.

Prior to joining Chambers, Olivia worked as a Judicial Assistant to Mr Justice Calver in the Commercial Court and to Mr Justice Fancourt in the Chancery Division. In that role, she assisted with:

- *Suppit & Ors v Narongdej & Ors* [2023] EWHC 1988 (Comm), one of The Lawyer's "Top 20 Cases of 2022"; and
- *The Duke of Sussex & Ors v MGN Limited* [2023] EWHC 3217 (Ch), part of the Mirror Newspapers Hacking Litigation.

Additionally, Olivia was Editor of a legal research project at University College London which investigated the regulation of autonomous shipping vessels.

Olivia graduated from the University of Cambridge with a First-Class Law Degree and was awarded a number of prizes during her studies. Olivia also obtained an LLM, with a specialism in Corporate and Commercial Law, from the London School of Economics, in which she achieved a Distinction in every paper.

Olivia came first in her year on the Bar Course at City Law School.

## Corporate

### Advisory

**Companies:** Olivia has been involved in a broad range of corporate advisory work:

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- Provided advice (unled) on the law and procedure applicable to various Companies Act applications, including those concerning company charges, rectification of the register of members and the restoration of companies to the Register of Companies.
- Assisted with providing advice regarding inter-company loan agreements which were entered into in relation to the payment of interim dividends (assisting Ben Shaw KC).
- Advised in relation to threatened fraudulent misrepresentation and unlawful means conspiracy claims which arose in the context of a share sale involving offshore companies and overseas individuals (led by Jack Rivett).
- Assisted with responding to the proposed use of drag along rights in the context of a joint venture (led by Andrew Blake).
- Assisted with responding to a request, made pursuant to s. 116 of the Companies Act 2006, for a company to provide a copy of its register of members (led by Andrew Blake).
- Provided advice on the availability of rectification in relation to documents effecting an erroneous transfer of shares (led by Nigel Dougherty).
- Assisted with providing advice on the interpretation of board terms of reference, which involved accounting points, in the context of a significant property transaction (assisting Andrew Thompson KC).
- Advised on the application of the financial assistance rules to a proposed takeover by a public company (during secondment at Slaughter and May).
- Assisted with providing advice on the validity of share buy-backs subject to procedural defects (during pupillage, assisting Ben Griffiths).
- Assisted with providing advice on how to address a historic but erroneous reduction of capital (during pupillage, assisting Stephen Horan).

**Other bodies corporate:** Olivia has also gained experience in advising other bodies corporate including:

Limited liability partnerships:

- Assisted with providing advice concerning the compatibility of an LLP agreement with regulatory requirements (during secondment at Slaughter and May).
- Assisted with providing advice in relation to various conflict of laws questions raised in relation to the legal effect of the partnership agreement of a Delaware LLP (during pupillage, assisting Andrew Thompson KC).

Registered societies:

- Advised a registered society of national significance in relation to the conduct of its affairs (during secondment at Slaughter and May).  
Provided advice in relation to how the administration and winding up of registered societies can be initiated and conducted (during secondment at HCR).

## Litigation and Companies Act applications

### **Contentious litigation**

Olivia's litigation experience is addressed in full in the 'Litigation & Arbitration' section below, but recent instructions in the corporate context include:

- *Dekel v Clerkenwell Lifestyle (UK) Limited & Ors* [2025] EWHC 3220 (Ch) – Olivia assisted Seamus Woods with a successful application for a stay of the second stage permission hearing of a double derivative claim. The stay was sought pending the outcome of appeals in the BVI concerning a related derivative claim.
- *Yodel Delivery Network Ltd v Corlett and others* [2025] EWHC 1435 (Ch) – Olivia assisted Andrew Thompson KC, Ben Griffiths and Samuel Parsons in successfully resisting an application for an injunction to restrain Yodel Delivery Network from, *inter alia*, combining its business or operations with those of companies associated with its current owner. See more [here](#).

### **Companies Act applications**

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Olivia has appeared in the Insolvency and Companies Court and in the County Court, in relation to a variety of successful Companies Act applications, including those concerning company charges and rectification of the register of members. Highlights include:

- Appear as sole counsel in a successful s. 306 CA 2006 application to convene a general meeting of a music publishing company associated with a famous musician.
- Successfully obtaining, as part of an urgent application, orders under s. 125 CA 2006, for the rectification of a register of members which had been irretrievably lost, and under s. 306 CA 2006, to convene a general meeting, in relation to a company which had no living members or directors (acting unled).

## Restructuring and Insolvency

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### Advisory

- Advised (unled) in relation to a variety of issues relating to the winding up of companies.
- Prepared advice for insolvency practitioners in regard to a broad variety of corporate insolvency matters, including removal, replacement and remuneration (during secondment at HCR).
- Provided advice in relation to how the administration and winding up of registered societies can be initiated and conducted (during secondment at HCR). Olivia has also written an article on this topic which can be viewed [here](#).
- Assisted with a matter concerning the proposed removal of the liquidators of a limited liability partnership in the hotel industry (during secondment at HCR).
- Provided advice in relation to the methods by which an unincorporated association can be dissolved (during secondment at HCR).

### Litigation

Olivia's litigation experience is addressed in full in the 'Litigation & Arbitration' section below, but her recent and current experience in the insolvency context includes:

- *Re Payerise Limited (in Liquidation)* (ongoing) - Olivia is currently instructed (led by Anna Scharnetzky) by the liquidator of Payerise Limited in relation to dishonest assistance and fraudulent trading claims.
- *Re Northstar Financial Services (Bermuda) Limited and Omnia Ltd* – assisted with preparation for the hearing of an application made by the joint provisional liquidators in these proceedings in regard to which Michael Todd KC, Philip Morrison and Tom Hall were instructed.
- *Re Rockfire Capital Limited (in Liquidation)* - assisted with the drafting of applications and written evidence relating to the £130 million voluntary liquidation of Rockfire Capital Limited and associated claims made against its former directors (during secondment at HCR).
- During pupillage, Olivia worked on preparatory matters relating to *HMRC v Purity Ltd* [ [2025] EWHC 3401 (Ch)], on which Matthew Parfitt was instructed. This was the first case to consider HMRC's new power to wind up companies on the grounds of public interest under s. 85 Finance Act 2022.

### Advocacy

- Olivia has appeared unled, both in the County Court and in the High Court, in insolvency proceedings, including in the contentious context.

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## Litigation & Arbitration

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### Litigation

Recent and current instructions include:

- *Re Payerise Limited (in Liquidation)* (ongoing) - Olivia is currently instructed (led by Anna Scharnetzky) by the liquidator of Payerise Limited in relation to claims made in dishonest assistance and for fraudulent trading.
- *Ongoing Bermudan case* - Olivia is currently instructed on an ongoing, high-profile Bermudan case concerning a breach of confidence claim which has arisen in the private equity context (led by Michael Todd KC and Andrew Blake).
- *Dekel v Clerkenwell Lifestyle (UK) Limited & Ors* [2025] EWHC 3220 (Ch) – assisted Seamus Woods in a successful application for a stay of the second stage permission hearing of a double derivative claim pending the outcome of appeals in the BVI concerning a related derivative claim.
- *Yodel Delivery Network Ltd v Corlett and others* [2025] EWHC 1435 (Ch) – assisted Andrew Thompson KC, Ben Griffiths and Samuel Parsons in successfully resisting an application for an interim injunction to restrain Yodel Delivery Network from, *inter alia*, combining its business or operations with those of companies associated with its current owner. See more [here](#).
- *Re Northstar Financial Services (Bermuda) Limited and Omnia Ltd* – assisted Michael Todd KC, Philip Morrison and Tom Hall with preparatory matters in advance of the hearing of an application made by the joint provisional liquidators in these proceedings.
- *Re Rockfire Capital Limited (in Liquidation)* - assisted with the drafting of applications and written evidence relating to the £130 million voluntary liquidation of Rockfire Capital Limited and associated claims made against its former directors (during secondment at HCR).

During pupillage, Olivia worked on a number of contentious cases including:

- *Re Jardine Strategic Holdings* [2024] CA (Bda) 7 Civ - This was an appeal heard in the Bermuda Court of Appeal and involving Martin Moore KC, Anna Scharnetzky and Andrew Blake. Olivia considered, in particular, the aspect of the appeal which concerned a company's ability to assert privilege against its shareholders (during pupillage).

As a High Court Judicial Assistant, Olivia was involved into two high profile trials in the Commercial Court and Chancery Division, namely:

- *Suppapat & Ors v Narongdej & Ors* [2023] EWHC 1988 (Comm) – A fraud claim involving a 20-week trial, which was one of The Lawyer's "Top 20 Cases of 2022" (as judicial assistant to Mr Justice Calver); and
- *The Duke of Sussex v MGN Limited* [2023] EWHC 3217 (Ch) – A 7-week trial which was part of the fourth wave of the Mirror Newspapers Hacking Litigation and involved claims made by the Duke of Sussex (as judicial assistant to Mr Justice Fancourt).

### Arbitration

- Advised, *inter alia*, on the scope of an arbitration agreement and the governing law which would apply to a potential LCIA arbitration (London seat) (led by Jack Rivett).

## Commercial

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### Advisory

- Advised in relation to threatened fraudulent misrepresentation and unlawful means conspiracy claims which arose in the context of a share sale involving offshore companies and overseas individuals (led by Jack Rivett).

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- Advised on the operation of an inventory management agreement involving a multinational bank, with a particular focus on the circumstances in which a breach may occur and the remedies which would be available in such a scenario (during secondment at Slaughter and May).
- Assisted with the provision of advice on the interpretation of a change of control provision in a telecommunications services agreement (during secondment at Slaughter and May).

## Litigation

- *Ongoing Bermudan case* - Olivia is currently instructed on an ongoing, high-profile Bermudan case concerning a breach of confidence claim which has arisen in the private equity context (led by Michael Todd KC and Andrew Blake).
- *Yodel Delivery Network Ltd v Corlett and others* [2025] EWHC 1435 – assisted Andrew Thompson KC, Ben Griffiths and Samuel Parsons in successfully opposing an application for an injunction to restrain Yodel Delivery Network from, *inter alia*, combining its business or operations with those of companies associated with its current owner.
- Assisted with the preparation of a defence in relation to a multi-million dollar breach of contract claim arising in the financial services sector (during pupillage, assisting Edward Davies KC and Anna Scharnetzky).
- In her role as judicial assistant to Mr Justice Calver in the Commercial Court, Olivia worked on *Suppapat & Ors v Narongdej & Ors* [2023] EWHC 1988 (Comm), a fraud claim which involved a 20-week trial and was one of The Lawyer's "Top 20 Cases of 2022".

## International and Offshore

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## Litigation

- *Ongoing Bermudan case* - Olivia is currently instructed on an ongoing, high-profile Bermudan case concerning a breach of confidence claim which has arisen in the private equity context (led by Michael Todd KC and Andrew Blake).
- *Dekel v Clerkenwell Lifestyle (UK) Limited & Ors* [2025] EWHC 3220 (Ch) – Olivia assisted Seamus Woods with a successful application for a stay of the second stage permission hearing of a derivative claim. The stay was sought pending the outcome of appeals in the BVI which concerned a related derivative claim brought in relation to a BVI company.
- *Re Northstar Financial Services (Bermuda) Limited and Omnia Ltd* – assisted Michael Todd KC, Philip Morrison and Tom Hall with preparatory matters in advance of the hearing of an application made by the joint provisional liquidators in these proceedings.

During pupillage, Olivia worked on a number of contentious cases including:

- *Re Jardine Strategic Holdings* [2024] CA (Bda) 7 Civ - This was an appeal heard in the Bermuda Court of Appeal and involving Martin Moore KC, Anna Scharnetzky and Andrew Blake. Olivia considered, in particular, the aspect of the appeal which concerned a company's ability to assert privilege against its shareholders (during pupillage).

## Advisory

Olivia has experience of advising on conflict of law issues in the context of international disputes:

- Advised on various jurisdiction and governing law questions in the context of threatened fraudulent misrepresentation, conspiracy and unfair prejudice claims which involved various offshore companies and international individuals (led by Jack Rivett).

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- During pupillage, Olivia assisted with providing advice in relation to various conflict of laws questions raised in relation to the legal effect of the partnership agreement of a Delaware LLP (during pupillage, assisting Andrew Thompson KC).

## Memberships

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### Memberships:

- Chancery Bar Association
- COMBAR
- International Women's Insolvency and Restructuring Confederation (IWIRC)

### Publications:

- '*Insolvent registered societies – what can be done?*' for HCR's Restructuring and Insolvency Bulletin (available [here](#))

## Education and awards

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### Education:

City, University of London, Bar Vocational Studies Course – Distinction, first in year (2021-2022)

The London School of Economics, LLM with Corporate and Commercial Law specialism - Distinction (2019-2020)

The University of Cambridge, Robinson College, BA Hons Law - First Class (2016-2019)

### Prizes and scholarships:

#### Bar course:

- City, University of London, Senior Scarman Prize for the highest overall result on the Bar Vocational Studies programme (2022)
- City, University of London, Bar Vocational Studies Scholarship (2021)
- Lincoln's Inn, Lord Denning Scholarship (a Major Scholarship) (2021)

#### University:

- Letter of Commendation from the Chair of Examiners of Part II of the Law Tripos at Cambridge University for the highest first in the Crime and Criminal Justice seminar paper (2019)
- Robinson College Scholarship and College Prize for first class result (2019)
- Nicola Blakeman Memorial Prize for joint-top performance in Robinson College in Part 1A of the Law Tripos (2017)
- Robinson College Mooting Cup (2017)

## Webinars

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10@12 Webinar: Shareholders agreements - when and how to use them

<https://erskinechambers.com/webinars/1012-webinar-shareholders-agreements-when-and-how-to-use-them/>