

VELYON LEGAL COMMAND CENTER

LITIGATION STRATEGY DOCUMENT

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ACTION PLAN

Confidential — Prepared exclusively for authorised recipients
Prepared by VELYON Legal Command Center · Litigation Strategy Division

● PRIVILEGED & CONFIDENTIAL · SUBJECT TO LITIGATION PRIVILEGE

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Where Your *Money* Goes

A clear breakdown of the Villa Lanzarote sale proceeds and how each portion must be allocated between business and personal funds.



Your 12-Week Roadmap

May to August 2026 · Key milestones, deadlines & deliverables

1

WEEK 1 · MAY 2026 **PRIORITY**

Change Companies House Authentication Code

2

WEEK 2 · MAY 2026

Instruct Commercial Litigation Solicitor

3

WEEK 3 · MAY / JUNE 2026

Open HSBC Business Account for Los Romeros

4

WEEK 4 · JUNE 2026

Transfer GBP 162,867 to Business Account

5

WEEK 5 · JUNE 2026

Solicitor Sends Formal Termination Notice to Wincham

6

WEEK 6 · JULY 2026

Prepare Modelo 210 Tax Filing



CRITICAL STATUTORY DEADLINE

Modelo 210 Filing Deadline — Do Not Miss

Spanish non-resident rental income tax return must be submitted by this date.

20 July 2026

7

WEEKS 7-8 · JULY / AUGUST 2026

UK Corporation Tax Return Filed

8

WEEKS 9-12 · AUGUST 2026

MVL Process — Wind Up Company & Distribute Capital

The Right Order

Do these steps exactly — in sequence. Each step unlocks the next.



Locked progression: Steps 1–3 are immediately actionable. Steps 4–5 follow automatically once your legal and banking foundations are in place.

STEP 1 · COMPANIES HOUSE

1

CHANGE Companies House Code

Locks Wincham out of your company records immediately. Removes their authorised access before any other action is taken.

READY NOW



UNLOCKS NEXT STEP

STEP 2 · LEGAL PROTECTION

2

INSTRUCT Litigation Solicitor

Your legal shield — all Wincham contact goes through them from this point forward. Protects every subsequent action you take.

READY NOW



UNLOCKS NEXT STEP

STEP 3 · BANKING

3

OPEN Business Account

Lawful home for company funds at HSBC. Establishes clean separation between personal and business finances before the transfer.

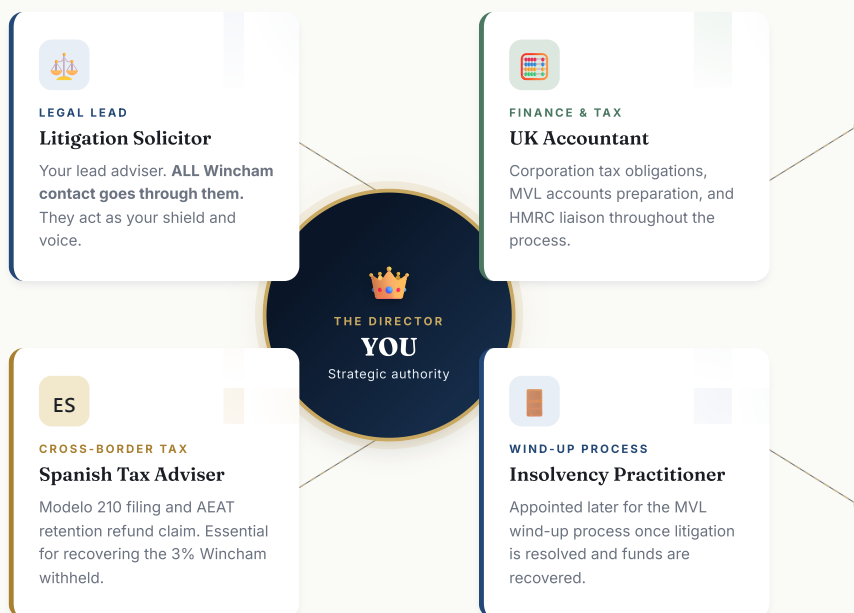
READY NOW



UNLOCKS NEXT STEP

Your Team

Who does what in your case — and how they connect



OPPOSING PARTY — KEEP AT ARM'S LENGTH

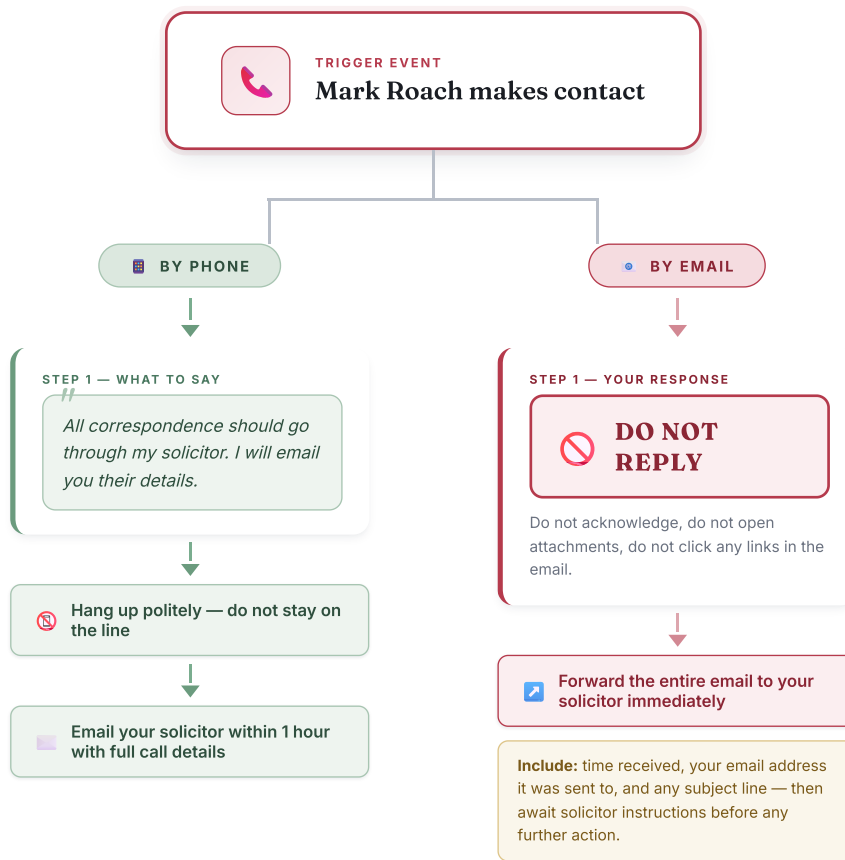
DEFENDANT / OPPOSING PARTY
Wincham / Mark Roach
The conveyancing firm and individual whose conduct is under dispute. Do not correspond with them directly — all contact must route through your Litigation Solicitor to protect your legal position.

INSTRUCTION
NO DIRECT CONTACT
VIA SOLICITOR ONLY



If Mark Roach Contacts You

Follow this decision tree exactly. Do not improvise. Every interaction must be routed through your solicitor without exception.



NON-NEGOTIABLE · ABSOLUTE RULES

Golden Rules — In Every Scenario, Without Exception

- Never answer questions
- Never explain yourself
- Never apologise
- Never discuss the case
- Always route through your solicitor

Key Dates & Deadlines

Print this and pin it up — your critical calendar for May–December 2026

2026 PLANNING HORIZON



MAY 2026

- Change Companies House code
- Instruct solicitor
- Open business bank account

JUNE 2026

- Transfer funds
- Terminate Wincham
- Prepare Modelo 210

JULY 2026 — CRITICAL DEADLINE

20 JULY 2026

MODELO 210 DEADLINE

Spanish non-resident income tax return — penalty for late filing is significant

DO NOT MISS
Hard statutory filing deadline

AUG – SEP 2026

- UK Corporation Tax return filed

OCT – DEC 2026

- MVL — close company & distribute capital to shareholders

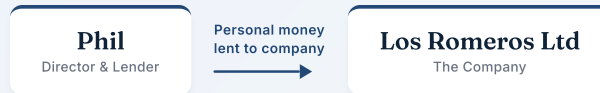
! Tick each box as you complete the task. The 20 July Modelo 210 deadline is a hard statutory date — engage your Spanish tax adviser *no later than early June* to allow adequate preparation time. All other dates assume prompt instruction of advisers in May.

The Director's Loan

Why GBP 84,863 is YOUR money — and why it matters

PANEL 1

What Happened



You lent **GBP 84,863** of your own personal money to the company — this is recorded as a Director's Loan in the company accounts.

PANEL 2

What It Means



The company **OWES Phil this money back**. Under company law, a Director's Loan is a formal debt — the company is the borrower, and Phil is the creditor. This is not a gift, not a salary, not a dividend.



**Think of it like this: you lent the company money.
Now the company is simply paying you back.**

PLAIN-LANGUAGE EXPLANATION

PANEL 3

The Result



Two Accounts

Why you need both — and what goes where

PERSONAL ACCOUNT	BUSINESS ACCOUNT
YOUR Personal HSBC Account	Los Romeros HSBC Business Account
<ul style="list-style-type: none">✓ Already open No action required to open this account	<ul style="list-style-type: none">ⓘ Needs opening NOW URGENT Must be opened immediately — no delay
<ul style="list-style-type: none">✓ Holds YOUR money: £84,863 Your personal entitlement from the sale	<ul style="list-style-type: none">✓ Will hold COMPANY money: £162,867 Sale proceeds belonging to Los Romeros Ltd
<ul style="list-style-type: none">✓ Director's loan repayment Money the company owes you personally	<ul style="list-style-type: none">✓ Sale proceeds belonging to the company Must be held in the company's name
<ul style="list-style-type: none">✓ Your personal savings & pension Long-term personal financial planning	<ul style="list-style-type: none">✓ Used for company expenses & tax payments Corporation tax, VAT settlements, winding-up costs
<ul style="list-style-type: none">✓ Nothing to do with the company Entirely separate from Los Romeros Ltd affairs	<ul style="list-style-type: none">✓ Closed when company is wound up Account lifecycle ends with voluntary strike-off

⚠ IMMEDIATE ACTION REQUIRED

Right now, ALL the money is mixed together in your personal account. This needs fixing immediately.

Solicitor Meeting

What to bring and what to discuss



EVIDENCE FILE

Documents to Bring

8 Items

- Companies House **filing history**
- Wincham **engagement letter**
- All emails** to/from Mark Roach
- The **January 20th email** from Wincham
- Your email to Mark Roach (**April 27**)
- Bank statements showing **GBP 247,730**
- Spanish property **sale documents**
- Los Romeros** incorporation documents



LEGAL STRATEGY

Questions to Ask

6 Items

- "Should I send the **second email** about exchange rates?"
- "How do we handle the **formal termination**?"
- "What is the **litigation timeline** and costs?"
- "Do I need to **preserve any more evidence**?"
- "What are the **heads of claim** against Wincham?"
- "Should I file a complaint with **ICAEW**?"



PRACTICAL TIP

Let the solicitor lead. Tell them **everything** — they are on your side and bound by confidentiality.

What Could Go Wrong

And how we prevent each risk

● RISK SCENARIO — WHAT COULD GO WRONG

● PREVENTION — OUR SAFEGUARD

1

⚠ RISK

Contact Wincham Too Early

They **destroy evidence**, prepare defences, or resign first — eliminating your ability to gather critical documentation before legal proceedings begin.

PREVENTS
→

✓ PREVENTION

Solicitor Handles All Communication

Your solicitor controls every interaction with Wincham. **You say absolutely nothing.** No emails, no calls, no casual mentions — until formal letters are issued.

2

⚠ RISK

Skip the Business Account

GBP 162,867 remains stuck in your personal account — creating an appearance of improper financial management that could undermine your legal and tax position.

PREVENTS
→

✓ PREVENTION

Open HSBC Business Account

Open the HSBC business account in **Week 3**. Transfer all business funds in **Week 4**. Clean separation of personal and business assets before any proceedings commence.

3

⚠ RISK

Miss the Modelo 210 Deadline (20 July)

Spain permanently retains the **3% withholding (EUR 9,450)** on the property sale — a direct, unrecoverable financial loss with no appeals process after the deadline.

PREVENTS
→

✓ PREVENTION

Spanish Tax Adviser Files by Early July

Your appointed Spanish tax adviser submits the Modelo 210 filing **by early July at the latest** — building in a two-week buffer ahead of the hard 20 July cut-off.

The Villa Sale

Key numbers at a glance — Los Romeros Limited, Lanzarote property transaction

TRANSACTION OVERVIEW & CRITICAL FIGURES

PROPERTY
Subject Asset

Villa in Lanzarote

Canary Islands, Spain

Owned by Los Romeros Limited

SALE PRICE
Gross Transaction Value

EUR 315,000

Total agreed consideration received from buyer at completion

SPANISH TAX RETAINED
Non-Resident Withholding

EUR 9,450

3% withholding on EUR 315,000

Held by AEAT. Refundable via **Modelo 210** — subject to CGT calculation confirming no net gain liable.

NET PROCEEDS IN GBP
After FX Conversion

GBP 247,730

≈ 78.6% of EUR

Net of Spanish withholding tax at prevailing EUR/GBP exchange rate at time of transfer

CURRENT LOCATION
Where Funds Reside Now

Phil's Personal HSBC

Transferred into personal account rather than Los Romeros Limited company account

KEY DEADLINE
Reclaim Filing Window

20 July 2026

Modelo 210 must be filed by this date

Filing required to reclaim **EUR 9,450** withheld by AEAT. Missing this deadline forfeits the refund.

Changing Your Companies House Code

! Do this FIRST — before anything else

1

STEP ONE

Go to gov.uk/companies-house

Open your browser and navigate to the official Companies House website.



2

STEP TWO

Log in with your current authentication code

Use the existing code you have on file to sign in to your company account.



3

STEP THREE

Navigate to Manage Authentication Code

Find this option within your company account settings or dashboard menu.



4

STEP FOUR

Request a NEW authentication code

Submit the request to generate a new, unique code for your company.



5

STEP FIVE

New code arrives by post to YOUR registered address

Companies House will mail the code directly to the registered company address.

• Allow 5–7 days for delivery



6

STEP SIX

Once received — only YOU have access

The old code is invalidated. Your company is now locked and fully under your sole control.

• Company Secured



CRITICAL ALERT

HSBC Business Account Appointment Checklist

14

BRANCH APPOINTMENT PREPARATION · BRING ALL ITEMS LISTED · ORIGINAL DOCUMENTS REQUIRED

APPOINTMENT OBJECTIVE

Open an HSBC Business Current Account for Harrison Litigation Ltd to receive the incoming client settlement funds. Use the exact script provided.

A IDENTIFICATION

BRING AT LEAST TWO FORMS OF VALID PHOTO ID + PROOF OF ADDRESS

MANDATORY

Valid Passport (Primary ID) PRIM.
Must be current, unexpired, with photo clearly visible
Original only — no photocopies or digital versions

UK Driving Licence (Secondary ID) SEC.
Full UK photocard licence, current address shown
Acceptable as secondary ID alongside passport

Proof of Address — Residential (Dated within 3 months)
Acceptable: utility bill (gas, electric, water), council tax statement, bank statement, HMRC correspondence
Must show full name and current residential address · Original document required · Not a printed email
⚠ Mobile phone bills and insurance documents generally not accepted by HSBC

B COMPANY DOCUMENTS

HARRISON LITIGATION LTD · OFFICIAL COMPANIES HOUSE DOCUMENTS

ORIGINALS REQD

Certificate of Incorporation
Original Companies House document showing company reg. number
Companies House print accepted

Confirmation Statement (CS01)
Most recent annual confirmation filed with Companies House
Download from CH portal

Memorandum & Articles
Memorandum of Association and Articles of Association
Filed version from CH

Director / Beneficial Owner Information PSC REQUIRED
HSBC will require details of all directors and persons with significant control (PSC) — typically those owning 25%+ of shares. Be prepared to confirm: full legal name, date of birth, residential address, nationality, and nature of control.
This information must match Companies House records exactly. Discrepancies will cause delays.

C SOURCE OF FUNDS

DEMONSTRATE LEGITIMATE ORIGIN OF EXPECTED INCOMING FUNDS · AML COMPLIANCE

CRITICAL — KYC/AML

WHY THIS MATTERS: HSBC is required under the Proceeds of Crime Act 2002 and Money Laundering Regulations to verify the source of any large inbound funds. Be prepared to explain and document where the money originates.

Sale Completion Statement
Solicitor-issued completion statement from property sale
Shows net proceeds amount
Primary evidence document

Original Purchase Proof
Evidence of original property purchase (title deeds / mortgage)
Demonstrates asset legitimacy
Corroborative evidence

Bank Statement (3 months)
Personal bank statements showing receipt of sale proceeds
Confirms fund trail from sale
Personal acct → business acct

⚠ IMPORTANT: Be prepared to explain the complete fund journey: Property sold → Net proceeds to personal account → Transfer to Harrison Litigation Ltd business account. HSBC may ask to see all intermediary steps. Do not be alarmed — this is standard enhanced due diligence for new business accounts.

D WHAT TO SAY AT THE APPOINTMENT

USE THIS EXACT SCRIPT · DO NOT DEVIATE · CLEAR AND CONSISTENT NARRATIVE

EXACT SCRIPT

OPENING STATEMENT

"I'd like to open a business current account for Harrison Litigation Ltd. The company has recently been incorporated and we are expecting to receive client settlement funds."

ON FUND SOURCE — IF ASKED

"The funds originate from the sale of a property. The net proceeds were paid to my personal account and will be transferred into this business account to fund operations."

ON BUSINESS PURPOSE — IF ASKED

"Harrison Litigation Ltd is a litigation support consultancy. The business account is required to receive client payments and manage operating expenses."

DO NOT VOLUNTEER — ONLY IF DIRECTLY ASKED ABOUT LITIGATION

"The company is involved in pursuing a legal claim on behalf of a client. The incoming funds represent settlement monies that will be administered through this account."

Keep responses concise. Answer only what is asked. Do not provide unsolicited detail.

INTERNAL BOOK TRANSFER — IMPORTANT NOTE

Once the HSBC Business Account is open, funds will arrive via internal book transfer from the existing HSBC personal account.

Because both accounts are held within HSBC, the transfer is near-instantaneous with no CHAPS/BACS delay. Inform the branch manager at appointment — the audit trail is entirely within HSBC's own systems,

✓ Internal transfer · Same bank · Full trail visible to HSBC compliance · Reduced friction for AML clearance

The Glass Case

Protecting the company money — what gets in, what stays out

● **BLOCKED — NOT PERMITTED** ● **PROTECTED ACCOUNT** ● **PERMITTED — AUTHORISED USE**



How Wincham Gets Terminated

The safe, legally protected way — step by step

1

STAGE ONE

YOU

brief your solicitor

Tell them everything about your relationship with Wincham — fees paid, services agreed, concerns raised, and all prior communications. Hold nothing back.

Hand over all documents, emails, contracts, and invoices you hold. Let the solicitor decide what is relevant.

2

STAGE TWO

SOLICITOR

drafts termination letter

Your solicitor prepares a formal letter using professional, legally protective language — every word chosen to preserve your rights and limit your exposure.

This is not a personal letter. It is a legal instrument. Do not draft it yourself.

3

STAGE THREE

SOLICITOR

sends letter to Wincham

The letter is dispatched as formal notice of termination — clearly dated, signed, and sent via a traceable method to preserve evidential integrity.

Requests prompt handover of all company records, tax filings, and correspondence.


4

Don't Mix the Streams

Keep personal and company money completely separate — no exceptions

Phil's Personal Money

- **£84,863**
Director's loan repayment
- **Your Pension**
Personal retirement funds
- **Your Personal Savings**
All accumulated savings
- **Personal Expenses**
Day-to-day living costs


 Stays in personal HSBC account

KEEP SEPARATE

Company Money

- **£162,867**
Sale proceeds
- **Corporation Tax**
Payments to HMRC
- **Professional Fees**
Accountant & legal costs
- **MVL Distribution**
Liquidation proceeds


 Goes to Los Romeros business account

 **ABSOLUTE RULES — NO EXCEPTIONS**

- NEVER** transfer company money for personal use or personal benefit.
- NEVER** pay company bills, fees, or obligations from your personal account.

Evidence to Keep Safe

Your litigation arsenal — preserve, protect, and deliver to your solicitor

 **Why this matters:** Evidence gathered now — before any legal process begins — is far more powerful and credible than evidence collected under pressure. Each item below is a potential pillar of your claim.



EVIDENCE TYPE 01 Emails

01

Every email **to or from Mark Roach** or Wincham. Screenshot and save to a dedicated folder. **Never delete** — even emails that seem unimportant may become vital.



EVIDENCE TYPE 02 Documents

02

Engagement letter, fee invoices, the **January 20th email**, and all tax returns filed by Wincham on your behalf. Locate both originals and any copies.



EVIDENCE TYPE 03 Messages

03

WhatsApp, text messages, and voicemails involving Wincham or Mark Roach. Screenshot with **timestamps visible**. Back up to cloud and print hard copies.



EVIDENCE TYPE 04 Bank Records

04

Statements showing **fees paid to Wincham**. All payment records relating to the property transaction. Download and store PDF statements **dating back at least 5 years**.



EVIDENCE TYPE 05 Your Notes

05

Keep a **contemporaneous log**: date, time, what happened, who said what. Start immediately. Courts give significant weight to **contemporaneous records** over recalled memory.



EVIDENCE TYPE 06 Portal Access

06

Screenshot your **Wincham portal access**, including all documents stored there. Record login history if visible. **Do this now** — portals can be revoked or altered without notice.



GOLDEN RULE

Rule of Thumb: When In Doubt, Save It

If you are unsure whether something is relevant, **save it anyway**. Forward copies to your solicitor as soon as possible. Maintain **both digital and printed backups** stored separately. Evidence lost now can never be recovered.

Modelo 210 Countdown

EUR9,450 at stake — act before Spain keeps it permanently

19
OF 20

STATUTORY DEADLINE



DEADLINE: 20 JULY 2026

△ ACT NOW

Four-year limitation period from property sale retention date

YOUR MONEY — CURRENTLY HELD BY AEAT

EUR9,450

This is **YOUR money** held by Spanish tax authorities (AEAT) — deducted at source when your property sold. A Modelo 210 reclaims it back in full.

WHAT IT IS

The Modelo 210

A Spanish tax form that **claims back the 3% retention** withheld from your property sale price. Non-residents are entitled to reclaim this if their capital gains tax liability is lower than the sum retained.

WHO FILES IT

Your Adviser

Your **Spanish tax adviser** prepares and submits the form. They need your **NIE number**, sale completion documents, original purchase price records, and a **Spanish bank account** for the refund.

△ IF YOU MISS IT

Spain Keeps the EUR9,450. Gone Forever.

No appeals, no exceptions, no second chances. The four-year limitation is an **absolute statutory bar** — once it passes, AEAT will not accept the claim under any circumstances.

FILING TIMELINE

The Finish Line

What success looks like

COMPLETED OBJECTIVES · ALL MILESTONES ACHIEVED

01	✓ Companies House code changed — Wincham locked out	SECURED
02	✓ Litigation solicitor instructed — claim in progress	ACTIVE
03	✓ Business account opened — money properly separated	DONE
04	✓ GBP 162,867 transferred to business account	SECURED
05	✓ Wincham formally terminated by solicitor	DONE
06	✓ Modelo 210 filed — EUR 9,450 refund claimed	FILED
07	✓ UK Corporation Tax return filed	FILED
08	✓ MVL completed — company wound up	CLOSED
09	✓ Capital distributed to Phil — tax-efficiently at 10%	DISTRIBUTED
10	✓ Professional negligence claim progressing	ACTIVE



OVERALL RESULT · MISSION ACCOMPLISHED

RESULT