محكمة قطر الدولية
ومركز تسوية المنازعات
QATAR INTERNATIONAL COURT
AND DISPUTE RESOLUTION CENTRE

**In the name of His Highness Sheikh Tamim bin Hamad Al Thani,**

**Emir of the State of Qatar**

**Neutral Citation: [2024] QIC (F) 43**

**IN THE QATAR FINANCIAL CENTRE**

**CIVIL AND COMMERCIAL COURT**

**FIRST INSTANCE CIRCUIT**

**Date: 21 October 2024**

**CASE NO: CTFIC0014/2021**

**AMBERBERG LIMITED**

**1st Claimant**

**PRIME FINANCIAL SOLUTIONS LLC**

**2nd Claimant**

**v**

**THOMAS FEWTRELL**

**1st Defendant**

**NIGEL PERERA**

**2nd Defendant**

**LOUISE KIDD**

**3rd Defendant**

~~**CHRISTOPHER IVINSON**~~

~~**4th Defendant**~~

**JUDGMENT**

**Before:**

**Justice Fritz Brand**

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**Order**

1. The application for permission to review the Registrar's costs judgment – [2024] QIC (C) 9 – is refused.

**Judgment**

1. The Applicant, Amberberg Limited, a company incorporated in the British Virgin Islands, seeks permission (the '**Application**') to initiate proceedings to set aside the Registrar's determination of the quantum of costs awarded against the Applicant by the Appellate Division of this Court in an unsuccessful application for leave to appeal. The judgment of the Appellate Division was handed down under case citation [2024] QIC (A) 4 on 7 March 2024. The reason for this Application is that on 5 June 2024, the Applicant was made the subject of a Litigation Restraint Order ('**LRO**'). Under the terms of the LRO, the Applicant – and its authorised represented Mr Veiss – is precluded from making any claims or applications – whether fresh cases or within extant cases – without permission from the President or a Nominated Judge. Hence this preliminary application for permission to bring the review proceedings has come before me as the Nominated Judge.

2. The unsuccessful application for leave to the Appellate Division was aimed at an order of the First Instance Circuit adverse to the Applicant on 9 November 2023 ([2023] QIC (F) 45), with the decision on the application for permission to appeal partially in favour of Mr Thomas Fewtrell, Mr Nigel Perera and Ms Louise Kidd (the '**Respondents**'). The order of the First Instance Court which the Applicant sought to challenge in the

proposed appeal was the culmination of a claim for contractual damages instituted by the Applicant against the Respondents in 2021. The claim arose from the breach of certain warranties afforded by the Respondents as the sellers in favour of the Applicant as the purchaser in terms of a share purchase agreement (the '**SPA**') concluded on 28 November 2021.

3. The ensuing litigation in the First Instance Circuit (the '**Court**') went through various rounds. In the first round the Respondents challenged the jurisdiction of the Court to determine the dispute. The Court refused the challenge but reserved the costs for later determination (those costs have now been determined by the Registrar – [2024] QIC (C) 14). In the second round, the Court held, among other things, that the Respondents had indeed breached a warranty under the SPA and awarded the costs of that round in favour of the Applicant (those costs have also been assessed by the Registrar – [2023] QIC (C) 3). In a further round, it held that the Applicant had failed to establish any material damages resulting from the breach; in consequence, the Court awarded nominal damages of QAR 5 and reserved the costs of that round for later determination. No leave to appeal was sought against the order for nominal damages. Yet another round of costs resulted from an application for a freezing order by the Applicant which was later withdrawn without an offer for costs (those costs were also determined by the Registrar in [2024] QIC (C) 14).

4. In the final round, which culminated in the order of 9 November 2023, the subject of the proposed challenge on appeal, the Court determined the outstanding costs issues only. In the jurisdictional challenge it awarded costs in favour of the Applicant. In the aborted freezing order application, it awarded costs against the Applicant. With regard to the determination of damages it made no costs order at all. The application for leave to appeal was aimed at the last two orders. In the event, the application for leave to appeal to the Appellate Division was dismissed with costs which in turn led to the Registrar's determination of costs which is the subject of this Application.

5. The proposed challenge is advanced on various grounds. One of these grounds is that the Registrar's determination will assist the Respondents in their unlawful activity of money laundering. Exactly how these alleged unlawful endeavours by the Respondents will derive assistance from the Registrar's determination is not clear at all. The obscurity stems from the Applicant's express disavowal of the need to provide any

details of the alleged unlawful activities. But, as I see it, the disavowal results from a fundamental misconception on the part of the Applicant. Without any details of the alleged money laundering operations, it is simply impossible to work out how they can possibly be assisted by the Registrar's determination. Even at the highest level of benevolent conjecture in favour of the Applicant, it would seem that any possible assistance of that kind would have to flow from the costs order by the Appellate Division, or perhaps the costs orders by the First Instance Court which the Applicant unsuccessfully sought to challenge on appeal. But by no stretch of the imagination could it possibly result from the Registrar's determination of the quantum of such costs.

6. A further proposed challenge is based on the Applicant's proposition that the Registrar erred in his assessment of the "*conduct of the parties both prior to and during the proceedings*", which is admittedly an important consideration in determining the quantum of costs. But it is clear to me that the proposition is again based on a misconception by the Applicant. In support of its proposition the Applicant relies in the main on the findings by the Court of First Instance regarding the Respondents' conduct which was held to constitute the breach of their contractual warranty during the second round of the litigation. For example, that Mr Perera was untruthful and that Mr Fewtrell's untruthfulness was contributory to the institution of the claim against Mr Ivinson (an innocent shareholder). That, however, is patently not what the "*conduct of the parties*" consideration is about. What that consideration is concerned with is the conduct of the parties before and during the proceedings that gave rise to the costs order; in this case, the application for leave to appeal to the Appellate Division. In this regard the Applicant does not – and in my view, cannot – argue that the Registrar had made any mistake in his evaluation of the conduct of the parties preceding the application for leave to appeal. Nor can the Registrar be criticized for his seriously adverse comments about the conduct of the Applicant after the costs order of the Appellate Division had been made.

7. Another argument raised by the Applicant based on the fact that the Respondents "*did not even participate*" in the quantum proceedings is of no consequence. If anything, it could be regarded as a critique against the costs order of the First Instance Circuit which was effectively confirmed on appeal, but not against any decision of the Registrar in determining the quantum of those costs.

8. A further argument advanced by the Applicant is to the effect that the Respondents were allowed to benefit from their breach of the warranty and that this inherent unfairness is exacerbated by the determination of the Registrar. But again, if anything, this could notionally be considered as an objection against the judgment of the Court that the Applicant had failed to establish any material damages, or, perhaps against the costs order in the quantum proceedings in the third round of the litigation. But it cannot possibly be levelled against the Registrar.

9. The overarching approach in matters of this kind is that the Registrar has a wide discretion which will only be interfered with if it can be shown that the discretion had been improperly exercised. In this case where the Registrar provided clear and well-motivated reasons for his conclusion, the Applicant has no prospect of clearing that bar.

10. These are the essential reasons for holding that the Application should be refused.

**By the Court,**

**[signed]**

**Justice Fritz Brand**

A signed copy of this Judgment has been filed with the Registry.

Representation

The Claimant/Applicant was self-represented.

DIGITALLY SIGNED AND VERIFIED
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