



Legal Entity Public Bankruptcy Report (pursuant to Art. 73A Bankruptcy Act)

Number: 1 Date: 5 November 2015

Company data:	<ol style="list-style-type: none"> <li>1. B.A.S. Beheer B.V.</li> <li>2. B.A.S. Computers &amp; Componenten B.V.</li> <li>3. B.A.S. IDLAB B.V.</li> <li>4. Icidu B.V.</li> <li>5. MyCom Nederland B.V.</li> <li>6. MyCom Winkels B.V.</li> <li>7. Retail Financial Services B.V.</li> <li>8. Dexcom Holdings B.V.</li> <li>9. B.A.S. Rental Services B.V.</li> <li>10. Dexcom Retail B.V.</li> <li>11. The Retail Company B.V.</li> <li>12. Dixons B.V.</li> <li>13. Dynabyte B.V.</li> <li>14. Best Buy B.V.</li> </ol> <p>Hereinafter collectively referred to as the "BAS Group"</p>
Bankruptcy number:	Cluster number 570
Decision dates:	5, 7, 14 and 20 October 2015 (suspension date was 25 September 2015)
Receiver:	J.A.H. Padberg LLM
Bankruptcy judge:	M.J.E. Geradts LLM

Company activities:	The BAS Group is a retail company in consumer electronics, including on-line shops
Sales figures:	€319 MILLION IN 2014
Average number of personnel:	about 1,200 (650 FTE)

Balance at end of reporting period:	€694,890.90
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Reporting period:	25- 9-2015 – 4-11-2015
Hours spent in reporting period:	1298.20 hours
Total hours spent:	1298.20 hours

I. INTRODUCTION

Given the interdependence, the receiver chose to include his findings on the BAS Group in a single report. Where necessary the companies of the BAS Group will be dealt with

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separately. Whether a full consolidated settlement is appropriate shall also be considered. For the time being, that is not yet determined.

This report serves to provide information to stakeholders pursuant to Article 73a of the Bankruptcy Act. This report is not legally binding.

## II. SUMMARISED HISTORY AND REASONS OF COLLAPSE

The BAS Group is known as an 'omni-channel fulfilment' retail company in consumer electronics with offerings such as iCentre, Dixons and Mycom. A private insurer - 'Harmony' - and a large logistics and distribution centre in Almere are also part of the group. For a brief history, please refer to Appendix A and to Appendix B for an organizational chart of the BAS Group. The BAS Group was founded in the mid-90s of last century by Mr Steven Bakker. Mr Bakker resigned as CEO in the spring of 2015 at the urging of the shareholders. Mr Peter Brussel was appointed as interim CEO. Allen Pheiffer (CFO) and Caspar Klinkhamer (COO) joined the management board.

It goes without saying that the retail business, particularly consumer electronics, has been very difficult in recent years mainly due to the economic crisis and massive rise of on-line shops coupled with the emergence of large chains such as Media Markt. The BAS Group was no exception. Especially after the acquisition of the Dexcom group, the company experienced very difficult times in terms of cash flow and was too late to respond to rapidly changing market conditions. Even with acquisitions such as iCentres in 2013, it was impossible to turn the tide.

In 2013, with the help of PwC, a "Control Improvement Plan" was developed in order to improve cash flow, reporting and transparency. In December 2013 the banks allowed the BAS Group a "standstill" for several months, in order to give the company time to set matters in order and implement the PwC improvement plan. Together with PwC a new business plan was developed and implemented on the one hand and on the other hand, in terms of governance, the company transformed from a family business to more of a corporation. Also, the banks were willing to extend the revolving credit facility amount of €8.2 million, temporarily solving the liquidity problem. To tackle the solvency problem, a so-called debt

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for equity swap took place on 15 May 2014 whereby ING and ABN AMRO became an indirect shareholder, through a STAK, in the BAS Group.

The continuity outlook for the BAS Group, however, remained poor. Without a strong new strategic shareholder, new funding and substantial new equity, the BAS Group was doomed to fail. Therefore a buyer was sought for the BAS Group. Given the financial situation, it was eventually decided that the most obvious way of restructuring would be that a prospective buyer would have to acquire the BAS Group through an asset transfer in bankruptcy.

III. SUSPENSION. BRIEF REPORT ON ACTIVITIES IN THE PERIOD BETWEEN 25 SEPTEMBER (START OF SUSPENSION) AND 12 OCTOBER (AGREEMENT WITH RELEVANT HOLDING BV).

Initially the plan was silently to prepare for a sale of the BAS Group through so-called silent administration, and hence days before the suspension a number of registered offices were moved from central Netherlands to Amsterdam. In the last week of September, the situation deteriorated very quickly caused among other things by the sharp downwards adjustment of credit limits by the credit insurer Atradius. A snowball effect ensued when a 2<sup>nd</sup> credit insurer, Coface, followed suit and a number of key suppliers tightened their credit limits. This caused an acute problem with regard to the ability to buy stock in light of the approaching key Christmas period.

Therefore, on 25 September 2015 a large number of companies belonging to the BAS Group were granted suspension of payments, with the appointment of M.J.E. Geradts LLM as bankruptcy judge and J.A.H. Padberg LLM of the law firm HVG as administrator. The active retail branch and distribution centre were placed into administration. BAS Beheer BV, as the indirect shareholder of the insurer Harmony was kept outside the suspension. The reason for this was that a collapse of the insurer would present a major risk for its insurance license, resulting in the insurer (consisting of Harmony Financial Holding Services BV, Rosemont Insurance Company Ltd., Harmony Financial Services BV and Harmony Service Center BV) losing an important part of its value.

Immediately after the start of the suspension, all attention went to a sale of the company as a whole insofar as possible. In the weeks leading up to the suspension, a lot of preparatory work was performed, exploratory talks with candidates were conducted and consultants were hired to guide the process. Because the insurer was outside the suspension, but was

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inextricably linked to the retail business, the banks, being both funding provider and security beneficiary, as well as an indirect shareholder, were closely involved.

After several days of intensive discussions, the administrator, management and banks decided to enter a 2<sup>nd</sup> phase with about 4 candidates. After these talks, one party was granted exclusivity and over the weekend of 3 October 2015 a deal was sought. Unfortunately, by Sunday night of 4-5 October it became clear that no agreement could be reached so that by Monday morning, negotiations with another party were immediately resumed. This party was Relevant Holdings BV. Very intensive negotiations took place in the week of October 5<sup>th</sup>.

In the meantime, the administrator converted the suspensions into bankruptcies because it was no longer justified to continue with suspensions, particularly with a view to implementing a wage guarantee program for employees. It was also decided around 6 October to close a large number of stores associated with the further reduction of costs and manageability of the company in this difficult phase.

Many factors, such as the waiver and authorisation of ACM, permission of AFM and IPA (the financial supervisory authority of the Isle of Man), as well as complex discussions about inventory valuation, and the dominance of Apple as the main supplier, led to difficult and complex negotiations with Relevant Holdings B.V. During the night of 11 October 2015 the parties finally reached agreement on the sale of the most important parts of the assets. In brief, the transaction involves: the sale of the 3 retail formats, sale of all IP rights, inventories and equipment and sale of shares in the insurance company Harmony. About 80 stores of 150 will remain open and approximately 550 employees will be able to resume their work at Relevant Holdings BV. The purchase price will be disclosed after closing, i.e. in the next report. The aim is to be able to "close" before the end of November.

On 12 October, authorisation for this transaction was obtained from the bankruptcy judge and the banks agreed to the transaction. The transaction was closed under various conditions precedent, including maintaining the ACM license and consent of the financial supervisory authorities, as mentioned above. The legal delivery and transfer is expected to take place by the end of November. On 19 October 2015 the ACM already took an important step by granting exemption to Relevant Holdings BV.

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During the interim period the estate is working closely with the buyer regarding the management of the retail business.

On 12 October 2015 – in anticipation of the legal delivery to Relevant Holdings BV – the Harmony division was transferred directly under the STAK B.A.S. Group. The reason to do so was among others that approximately 125 employees were employed by BAS Beheer BV, and it was also necessary to discharge these people so the UWV process could be started. BAS Beheer BV was declared bankrupt on 14 October.

### III Belgium

BAS Beheer B.V. also has two Belgian companies. RFNB N.V. is the Belgian retail branch with 4 stores and an on-line shop and BAS Distribution N.V. takes care of distribution. The Belgian entities requested bankruptcy independently on 1 October 2015. A Belgian receiver was appointed. Various outstanding claims (amounting to approximately €4 million) from the BAS Group rest on these entities, these have been submitted to the Belgian receiver. The receiver is in contact with his Belgian colleague.

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## 1. Stocktaking

- 1.1 Management and organisation : P. Brussel (CEO), A. Pheiffer (CFO) and C. Klinkhamer (COO)
- 1.2 Profit and loss : All amounts are provided by management but need to be further verified.
- FY 12-13 -/- €16.5m  
FY 13-14 -/- €12.6m  
FY 14-15 -/- €8.9m  
FY15-16 - / - €1m (current year)
- 1.3 Total assets : FY 12-13 EUR 91.8m  
FY 13-14 EUR 81.7m  
FY 14-15 EUR 50.5m  
FY15-16 EUR 50.2m (current year)
- 1.4 Ongoing legal proceedings : Unknown
- 1.5 Insurance : The portfolio was analysed. Insofar as appropriate insurances have been cancelled, others have been extended for a short period and regarding the D&O liability insurance a 5-year coverage was assured.
- 1.6 Leases : Where applicable, the leases have been terminated.
- 1.7 Cause of bankruptcy : According to management, the direct cause is the cancellation and reduction of credit limits by credit insurers and suppliers. Structurally, the problem is that formats were partly outdated and were no longer attractive and on-line sales were insufficiently anticipated. The collapse of the PC and tablet market. Naturally, the estate will further investigate the causes.

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## 2. Employees

2.1 Number at time of bankruptcy : Dixons BV: 534 employees  
iCentre: 248 employees  
MyCom Winkels: 202 employees  
BAS Computers & Componenten B.V.: 57 employees  
BAS Beheer BV: 131 employees  
MyCom Nederland: 4 employees  
Dexcom Retail BV: 5 employees  
*Total 1,181*

2.2 Number in the year preceding :

Approx. 1,200

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2.3 Date of notice of dismissal : Dixons, iCentre, Mycom Winkels, MyCom Nederland BAS C&C: 7 October 2015 (bankruptcy: 5 October)  
Dexcom Retail: 9 October 2015 (bankruptcy 7 October)  
BAS Beheer BV: 14 October 2015 (bankruptcy 14 October)

Activities : Prepare and deploy dismissal procedure, consultation with UWV, meetings with staff in Almere, Eindhoven and Rotterdam, managing HR organisation of the BAS Group.

### 3. Assets

#### *PROPERTY*

3.1 Description : n.a.  
3.2 Sale proceeds : n.a.  
3.3 Mortgage : n.a.  
3.4 Asset contribution : n.a.  
Activities : n.a.

#### *ASSETS*

3.5 Description : Inventories: head office, stores and distribution centre  
3.6 Sale proceeds : Disclosed in subsequent report  
3.7 Asset contribution : No, inventories  
3.8 Preferential right of tax authorities : Yes  
Activities : Stocktaking, taxation and sale process



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*STOCKS/WORK IN PROGRESS*

- 3.9 Description : Free stock in stores and distribution centre
- 3.10 Sale proceeds : Disclosed in subsequent report
- 3.11 Asset contribution : Disclosed in subsequent report
- Activities : Stocktaking, taxation and sale process

*OTHER ASSETS*

- 3.12 Description : IP rights, domain names, websites, goodwill
- 3.13 Sale proceeds : Disclosed in subsequent report
- Activities : Stocktaking, taxation and sale process

4. Debtors

4.1 Accounts receivable :

The amounts listed below are on suspension date, subject to further verification.

NL	2,624,672
Franchise	2,118,667
Vendors	<u>404,077</u>
Total	<u>5,147,417</u>

- 4.2 Proceeds : The receivables have been pledged to banks and ABN AMRO Commercial Finance. The latter performs collections itself and the Buyer collects on behalf of banks. Furthermore, a pledge (presumably 2<sup>nd</sup> rank pledge) of Atradius exists.

- 4.3 Asset contribution : n.a.

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Activities : n.a.

## 5. Bank / Sureties

- 5.1 Claim from bank(s) : ABN AMRO €8,959,252.17  
ING €10,609,028.-  
For both banks this excludes accrued interest and costs.
- 5.2 Lease contracts : Miscellaneous: cars, IT equipment, etc. photo booths, etc.
- 5.3 Description of sureties : Pledges on shares, receivables, equipment, stocks.
- 5.4 Surety holders' position : Yes
- 5.5 Asset contributions : Disclosed in subsequent report
- 5.6 Retention of ownership : n.a.
- 5.7 Advertising rights : n.a.
- 5.8 Retention rights : n.a.
- Activities : Intensive discussions with the banks on securities settlement has taken place

## 6. Relaunch / business continuation

### CONTINUATION

- 6.1 Operations / guarantees : During the period of suspension until 6 October 2015 the company continued its operations at the expense and risk of the estate and realised a gross margin of EUR 800,000. In order to continue operations, to keep the shops open (carriers, IT services, communications, energy suppliers etc.) and for other costs that are not borne by the by-re-starter, for example, costs for staff meetings at various places in the

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country, approximately EUR 260,000 incl. VAT was paid.

As of 7 October, the business activities, or at least the acquired retail and insurance businesses, are being carried out at the expense and risk of Relevant Holdings BV

Financial reporting

: See section 6.1 above

Activities

: Intense consultations on a daily basis with finance, HR, sales, warehouse and management of the BAS Group and monitoring the activities. Monitoring payments.

*RELAUNCH*

6.3 Description

: See relevant introduction Relevant Holdings and 3

6.4 Accountability

: See relevant introduction Relevant Holdings and 3

6.5 Proceeds

: See relevant introduction Relevant Holdings and 3

6.6 Asset contribution

: See relevant introduction Relevant Holdings and 3

Activities

: See relevant introduction Relevant Holdings and 3

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## 7. Legality

7.1 Accounting obligation	:	To be investigated
7.2 Submission of annual accounts	:	To be investigated
7.3 Approval Accountant's Statement	:	To be investigated
7.4 Transfer of share fulfilment	:	To be investigated
7.5 Mismanagement	:	To be investigated
7.6 Paulianus act Activities	:	To be investigated

## 8. Creditors

The estate uses [crediteurenlijst.nl](http://crediteurenlijst.nl) for submission and registration of claims.

8.1 Estate claims	:	The estate claims already submitted and processed have been listed below. Sizeable estate claims are expected from the UWV and the landlords.
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B.A.S. Beheer B.V.: Claims agent €117.98  
 B.A.S. Computers & Componenten B.V.: Claims agent €263.18  
 B.A.S. IDLAB B.V.: Claims agent €3.03  
 Icidu B.V.: Claims agent €3.03  
 MyCom Nederland B.V.: Claims agent €45.38  
 MyCom Winkels B.V.: Claims agent €48.40

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	<p>Retail Financial Services B.V.: n.a.  Dexcom Holdings B.V.: Claims agent €3.03  B.A.S. Rental Services B.V.: n.a.  Dexcom Retail B.V.: Claims agent €9.08  The Retail Company B.V.: Claims agent €36.30  Dixons B.V.: Claims agent €187.55  Dynabyte B.V.: Claims agent €9.08  Best Buy B.V.: n.a.</p>
8.2 Tax authorities preferential claim :	<p>To date the amounts mentioned below have been submitted.</p> <p>B.A.S. Beheer B.V.: €110,525.00  B.A.S. Computers &amp; Componenten B.V.: €84,422.00  B.A.S. IDLAB B.V.: n.a.  Icidu B.V.: n.a.  MyCom Nederland B.V.: €6,124.00  MyCom Winkels B.V.: €68,756.00  Retail Financial Services B.V.: n.a.  Dexcom Holdings B.V.: n.a.  B.A.S. Rental Services B.V.: n.a.  Dexcom Retail B.V.: €8,300.00  The Retail Company B.V.: €91,873.00  Dixons B.V.: €183,778.00  Dynabyte B.V.: €291.00  Best Buy B.V.: n.a.</p>
8.3 UWV preferential claim :	Not yet known.
8.4 Other preferential creditors :	<p>The amounts mentioned below should be verified for accuracy and qualification</p> <p>B.A.S. Beheer B.V.: n.a.  B.A.S. Computers &amp; Componenten B.V.: Employee  €6,220.00</p>

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 MyCom Winkels B.V.: Landlord €7,020.62  
 Retail Financial Services B.V.: n.a.  
 Dexcom Holdings B.V.: n.a.  
 B.A.S. Rental Services B.V.: n.a.  
 Dexcom Retail B.V.: n.a.  
 The Retail Company B.V.: n.a.  
 Dixons B.V.: Landlords €25,471.46 and Employees €30,404.69  
 Dynabyte B.V.: n.a.  
 Best Buy B.V.: n.a.

8.5 Number of unsecured creditors : To date, the following amounts were submitted for the amounts specified under 8.6

B.A.S. Beheer B.V.: 38  
 B.A.S. Computers & Componenten B.V.: 85  
 B.A.S. IDLAB B.V.: 1  
 Icidu B.V.: 1  
 MyCom Nederland B.V.: 13  
 MyCom Winkels B.V.: 14  
 Retail Financial Services B.V.: n.a.  
 Dexcom Holdings B.V.: 1  
 B.A.S. Rental Services B.V.: n.a.  
 Dexcom Retail B.V.: 2  
 The Retail Company B.V.: 11  
 Dixons B.V.: 53  
 Dynabyte B.V.: 2  
 Best Buy B.V.: n.a.

8.6 Amount of unsecured creditors : B.A.S. Beheer B.V.: €651,268.31  
 B.A.S. Computers & Componenten B.V.: €3,425,587.92  
 B.A.S. IDLAB B.V.: €10,565.72

Company data:	<ol style="list-style-type: none"> <li>1. B.A.S. Beheer B.V.</li> <li>2. B.A.S. Computers &amp; Componenten B.V.</li> <li>3. B.A.S. IDLAB B.V.</li> <li>4. Icidu B.V.</li> <li>5. MyCom Nederland B.V.</li> <li>6. MyCom Winkels B.V.</li> <li>7. Retail Financial Services B.V.</li> <li>8. Dexcom Holdings B.V.</li> <li>9. B.A.S. Rental Services B.V.</li> <li>10. Dexcom Retail B.V.</li> <li>11. The Retail Company B.V.</li> <li>12. Dixons B.V.</li> <li>13. Dynabyte B.V.</li> <li>14. Best Buy B.V.</li> </ol> <p>Hereinafter collectively referred to as the "BAS Group"</p>
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Icidu B.V.: €658.24  
MyCom Nederland B.V.: €153,525.62  
MyCom Winkels B.V.: €175,705.14  
Retail Financial Services B.V.: n.a.  
Dexcom Holdings B.V.: €81,699.19  
B.A.S. Rental Services B.V.: n.a.  
Dexcom Retail B.V.: €88,242.60  
The Retail Company B.V.: €245,257.31  
Dixons B.V.: 887,973.39  
Dynabyte B.V.: €24,159.80  
Best Buy B.V.: n.a.

8.7 Anticipated method of settlement : Given the expected significant preferential estate claims of UWV and unsecured claims of e.g. landlords, it is highly unlikely that any distributions can be made to unsecured creditors.

Activities : The identification of all creditors, estate and pre-suspension

## 9. Proceedings

9.1 Name of other party(ies) : Currently n.a.

9.2 Nature of proceedings : n.a.

9.3 Status of proceedings : n.a.

Activities : n.a.

## 10. Miscellaneous

10.1 Bankruptcy settlement period : n..n.a.

Company data:	<ol style="list-style-type: none"> <li>1. B.A.S. Beheer B.V.</li> <li>2. B.A.S. Computers &amp; Componenten B.V.</li> <li>3. B.A.S. IDLAB B.V.</li> <li>4. Icidu B.V.</li> <li>5. MyCom Nederland B.V.</li> <li>6. MyCom Winkels B.V.</li> <li>7. Retail Financial Services B.V.</li> <li>8. Dexcom Holdings B.V.</li> <li>9. B.A.S. Rental Services B.V.</li> <li>10. Dexcom Retail B.V.</li> <li>11. The Retail Company B.V.</li> <li>12. Dixons B.V.</li> <li>13. Dynabyte B.V.</li> <li>14. Best Buy B.V.</li> </ol> <p>Hereinafter collectively referred to as the "BAS Group"</p>
Bankruptcy number:	Cluster number 570

- |      |                        |   |   |
|------|------------------------|---|---|
| 10.2 | Approach               | : | Further investigation into the causes and possible liabilities, settlement relaunch/continuation and settlement of accounts payable, administrative and tax settlement, |
| 10.3 | Submission next report | : | In 3 months   |
|      | Activities             | : |   |