

CVA4

Notice of termination or full implementation of voluntary arrangement



Companies House

TUESDAY



A09 *A8D6T57T* #70
03/09/2019
COMPANIES HOUSE

1

Company details

Company number F C 0 3 5 4 8 4

Company name in full Steinhoff Europe AG

→ Filling in this form
Please complete in typescript or in
bold black capitals.

2

Supervisor's name

Full forename(s) Simon Jamie

Surname Edel

3

Supervisor's address

Building name/number 1

Street More London place

Post town London

County/Region

Postcode S E 1 2 A F

Country United Kingdom

4

Supervisor's name ^①

Full forename(s) Alan Robert

Surname Bloom

① Other supervisor
Use this section to tell us about
another supervisor.

5

Supervisor's address ^②

Building name/number 1

Street More London Place

Post town London

County/Region

Postcode S E 1 2 A F

Country United Kingdom

② Other supervisor
Use this section to tell us about
another supervisor.

Continuation page

Name and address of insolvency practitioner

✓ **What this form is for**
Use this continuation page to tell us about another insolvency practitioner where more than 2 are already jointly appointed. Attach this to the relevant form. ^①
Use extra copies to tell us of additional insolvency practitioners.

✗ **What this form is NOT for**
You can't use this continuation page to tell us about an appointment, resignation, removal or vacation of office.

→ **Filling in this form**
Please complete in typescript or in bold black capitals.
All fields are mandatory unless specified or indicated by *

1 Appointment type

Tick to show the nature of the appointment:

- ☐ Administrator
- ☐ Administrative receiver
- ☐ Receiver
- ☐ Manager
- ☐ Nominee
- ☒ Supervisor
- ☐ Liquidator
- ☐ Provisional liquidator

① You can use this continuation page with the following forms:

- VAM1, VAM2, VAM3, VAM4, VAM6, VAM7
- CVA1, CVA3, CVA4
- AM02, AM03, AM04, AM05, AM06, AM07, AM08, AM09, AM10, AM12, AM13, AM14, AM19, AM20, AM21, AM22, AM23, AM24, AM25
- REC1, REC2, REC3
- LIQ02, LIQ03, LIQ05, LIQ13, LIQ14,
- WU07, WU15
- COM1, COM2, COM3, COM4
- NDISC

2 Insolvency practitioner's name

Full forename(s) Alan Michael

Surname Hudson

3 Insolvency practitioner's address

Building name/number 1

Street More London Place

Post town London

County/Region

Postcode S E 1 2 A F

Country United Kingdom

CVA4

Notice of termination or full implementation of voluntary arrangement

6

Date voluntary arrangement fully implemented or terminated

Date

1 3 0 8 2 0 1 9

7

Attachments

☒ I have attached a copy of the notice to creditors

☒ I have attached the supervisor's report

8

Sign and date

Supervisor's signature

X 

X

Signature date

0 2 0 9 2 0 1 9

IN THE HIGH COURT OF JUSTICE

Claim No. 010352 of 2018

BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES

COMPANIES COURT (Ch. Div)

IN THE MATTER OF STEINHOFF EUROPE AG

AND IN THE MATTER OF THE INSOLVENCY ACT 1986

COMPANY VOLUNTARY ARRANGEMENT under Part I of the Insolvency Act 1986 (as amended)

NOTICE OF COMPLETION

TO: THE COMPANY AND THE CVA CREDITORS

13 August 2019

1. Reference is made to the company voluntary arrangement dated 29 November 2018 made pursuant to Part I of the Insolvency Act 1986, proposed by the directors of Steinhoff Europe AG ("**SEAG**") which became effective once approved by the requisite majority of creditors on 14 December 2018 (as amended and restated in accordance with its terms from time to time) (the "**CVA**"). Capitalised terms not otherwise defined herein shall have the meaning given to them in the CVA.
2. Notice is hereby given in accordance with Clause 21.2 of Section 2 (*Terms of the CVA*) of the CVA that, pursuant to Clause 21.1 of Section 2 (*Terms of the CVA*) of the CVA, the CVA has been fully implemented and shall, with effect from the date hereof, be deemed completed.
3. A copy of the Supervisors' report pursuant to Rule 2.44(2) of the Insolvency Rules is enclosed with this notice.



Simon Edel

Joint Supervisor

TO ALL CREDITORS AND THE MEMBER

13 August 2019

Ref: ML5W/SE/DE/AP

Contact: Annabel Philip
Direct line: +44 20 7197 9349
Email: SEAGcva@uk.ey.com

Dear Sirs

Steinhoff Europe AG (the "Company")

In the High Court of Justice, No. 010352 of 2018

I write on behalf of Alan Bloom, Alan Hudson and myself (together, the "**Supervisors**"), in accordance with Rule 2.44 of the Insolvency (England and Wales) Rules 2016 (the "**Rules**"), to provide the creditors and member of the Company with my final report on the progress of the company voluntary arrangement dated 29 November 2018 made pursuant to Part 1 of the Insolvency Act 1986 (the "**Act**") and approved by the requisite majority of CVA Creditors (as amended and restated from time to time) (the "**CVA**").

This report should be read in conjunction with the CVA and our Nominees' Report dated 30 November 2018 (the "**Nominees' Report**").

Capitalised terms used that are not otherwise defined in this report shall have the meaning given to such terms in the CVA.

Summary of progress

Pursuant to section 3 of the Act, meetings of the CVA Creditors and Member of the Company took place on 14 December 2018 to consider the CVA. We, or employees of the Supervisors firm, chaired the meetings in our capacity as Nominees in this matter and noted that the following resolutions had been proposed:

- (a) That the proposed company voluntary arrangement be approved; and
- (b) To allow any acts to be done in connection with the company voluntary arrangement to be done by any one or more of the Supervisors,

(the "**Resolutions**").

The Resolutions were approved by the requisite majority of CVA Creditors and also by the Member. The Nominees filed the CVA Chairman's Report with the Court on 14 December 2018 with further details and clarifications provided to the Court in an updated CVA Chairman's Report on 17 December 2018.

On 10 January 2019, the Company was notified of an application filed by LSW GmbH, a disputed creditor of the Company, seeking to challenge certain provisions of the CVA and related matters (the "**LSW Application**"). Shortly after being made aware of the LSW Application, the Company entered into discussions with LSW and the SEAG Creditors Group (and their respective advisers) to seek to address the grounds of challenge raised in the LSW Application. Ultimately, the Company and LSW agreed that the LSW Application be dismissed on consensual terms and the parties filed with the Court a consent order giving effect to that agreement. Aside from the LSW Application, no other challenges were received to the CVA within the challenge period which ended 28 days from the day on which the CVA Chairman's Report was filed with the High Court in London.

On 1 April 2019, following the Court's approval of the consent orders filed in relation to the LSW Application, the Supervisors gave notice of the CVA Effective Date and the Company continued to progress the implementation of the Restructuring pursuant to the terms of the CVA.

As a consequence of events since the approval of the CVA, the Company prepared a series of consent requests seeking approval for various amendments and modifications to the terms of the CVA and the relevant Restructuring Documents (the "**Consent Requests**"). Each of the five (5) Consent Requests issued set out a high-level summary of the modifications being proposed along with blacklines of the CVA and relevant Restructuring Documents setting out the detailed changes (where applicable). The amendments and modifications included a number of extension requests to the CVA Long-Stop Date in order to provide the Company with additional time to conclude implementation of the Restructuring. The Consent Requests along with the relevant blacklines were issued to the CVA Creditors via the Information Agent and are publicly available for review on the Information Agent's website at www.Lucid-is.com/Steinhoff (the "**Lucid Website**").

The Consent Requests were prepared in consultation with the Supervisors and the SEAG Creditors Group (and their respective advisers) and were approved by the overwhelming majority of creditors. In addition to the Consent Requests, a number of amendments were made to the CVA and certain of the Restructuring Documents which were minor, technical or administrative in nature (the "**Technical Amendments**"). The Technical Amendments were made in consultation with the Supervisors, the Information Agent and the legal advisers to the SEAG Creditors Group. Amended and restated versions of the CVA were published on the Lucid Website following the approval of each Consent Request and the Technical Amendments.

On 12 July 2019, the Company issued the Implementation Conditions Notice which confirmed:

- (a) that all Implementation Conditions had been satisfied, waived or were capable of being satisfied or will be waived on or prior to the Implementation Commencement Date; and
- (b) CVA Creditors must submit their Entitlement Letters by the Participation Deadline (being 5.00pm (London time) on 19 July 2019) in order to receive their Final Entitlement on or prior to the Restructuring Effective Date.

Following the Participation Deadline, the Information Agent worked closely with the Company and the Group's Financial Adviser to determine the Final Entitlements of the relevant CVA Creditors. Such CVA Creditors were informed of their Final Entitlements by the Information Agent on or around 1 August 2019. Despite significant progress having been made in the implementation of the Restructuring, a small number of matters outside the control of the Company had not been resolved as at the Participation Deadline resulting in a short delay to the commencement of the Restructuring Steps. On 12 August 2019, the Company commenced implementing the Restructuring Steps after resolution of all outstanding matters.

On 13 August 2019, the Company notified the Supervisors (amongst others) that the final Restructuring Step had been completed and that the Restructuring Effective Date had occurred. Accordingly, this report is notice to the Company and the CVA Creditors that we are proposing to conclude the CVA.

Upon the filing of this report along with the Notice of Completion with the Court and the Registrar of Companies, the Supervisors will have discharged all their obligations under the CVA and complied with all statutory and other duties under the Act and the Rules.

Receipts and payments account

As outlined in the CVA, the Supervisors do not have any duty or responsibility to manage, oversee or conduct the business, property or affairs of the Company. The Supervisors have no responsibilities in relation to the conduct of the affairs of the Company or in relation to any matters other than those expressly set out in the CVA. All such duties remain solely with the directors.



Building a better
working world

As such, the Supervisors can confirm that they have received no funds in relation to the CVA and no payments or distributions have been made by the Supervisors. We have therefore not prepared a Receipts and Payments account for the purposes of this report.

For the avoidance of doubt, no payments have been made to unsecured creditors by virtue of section 176A of the Act.

Nominees' and Supervisors' fees and expenses

The CVA provides for remuneration to the Nominees and Supervisors. All fees have been settled directly by the Company in full in accordance with the CVA.

We have received:

- (a) In our capacity as Nominees, a fixed fee of £250,000 to cover work done by the Nominees until 2 December 2018 and a further £128,100.90 being costs charged at the agreed discounted rates for attending to matters arising in connection with the CVA (including disbursements) up to and including 14 December 2018; and
- (b) In our capacity as Supervisors, a fee of £62,213.40 being costs charged at the agreed discounted rates for attending to matters arising in connection with the CVA (including disbursements) for the period from 17 December 2018 to 26 July 2019.

All costs are exempt from VAT.

The statutory provisions relating to remuneration and expenses are set out in Rule 2.43 of the Insolvency (England and Wales) Rules 2016. Further information, including information on creditors' rights, is given in the Association of Business Recovery Professionals' publication 'A creditors' guide to insolvency practitioners' fees under voluntary arrangements', a copy of which may be accessed from the website of the Institute of Chartered Accountants in England and Wales at <https://www.icaew.com/-/media/corporate/files/technical/insolvency/creditors-guides/2017/voluntary-arrangement-creditor-fee-guide--6-april-2017.ashx?la=en> or is available in hard copy upon written request to me.

Conclusion

I confirm that the CVA has been implemented and therefore completed pursuant to its terms.

I enclose a copy of form CVA4 (Notice of full implementation of voluntary arrangement) to be filed with Companies House.

It only remains for me to thank all creditors that have participated in the CVA and the Company for *their support throughout the period. If you have any questions concerning the content of the report or any other aspect of the CVA, please contact Annabel Philip at this office by email at aphilip1@uk.ey.com or by telephone +44 20 7197 9349.*

Yours faithfully

Simon Edel
Joint Supervisor



**Building a better
working world**

Simon Jamie Edel is licensed in the United Kingdom to act as an insolvency practitioner by the Insolvency Practitioners Association. Alan Michael Hudson is licensed in the United Kingdom to act as insolvency practitioner by Chartered Association of Certified Accountants and Alan Robert Bloom is licensed in the United Kingdom to act as an insolvency practitioner by the Institute of Chartered Accountants in England and Wales.

The Joint Supervisors may act as data controllers of personal data as defined by the General Data Protection Regulation 2016/679, depending upon the specific processing activities undertaken. Ernst & Young LLP and/or the Company may act as a data processor on the instructions of the Joint Supervisors. Personal data will be kept secure and processed only for matters relating to the Joint Supervisors' appointment. The Office Holder privacy notice can be found at <https://www.ey.com/uk/officeholderprivacy>.

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to shareholders of the public record.

Dan Edkins

Ernst & Young LLP

1 More london Place

London

S E 1 2 A F

United Kingdom

020 7951 8371

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- The company name and number match the information held on the public Register.
- You have attached the required documents.
- You have signed and dated the form.

**Important information**

All information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the address below:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

**Further information**

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse