

## **Additional Services Material Benefit**

To BHS Ltd

Date 02 March 2016

From RAL

Subject Additional services – Material benefit

### **Background**

This record is made pursuant to the management services agreement between, inter alia, BHS Group Limited (“**BHSG**”) and Retail Acquisitions Limited (“**RAL**”) dated 11 March 2015, as amended (“**MSA**”).

Terms defined in the MSA are also used in this record.

### **Additional Services**

Pursuant to clause 3 of the MSA, RAL has agreed to provide the following additional services to the relevant member (above) of the Target Group:

#### **Services**

Restructuring Services to secure a favourable outcome to a Company Voluntary Arrangement (CVA) including, for example, negotiation of the Engagement Letter with KPMG in the name of RAL, management of KPMG throughout the planning process, review and input to cost reduction and business plan.

#### **Deliverables**

A vote in favour of the CVA at the Creditors Meeting.

No successful challenge post CVA meeting.

#### **Fees**

£250,000 payable immediately following the CVA Meeting.

£250,000 payable upon expiry of the challenge period.

#### **Assumptions**

1. No substantive issues or legal difficulties arise which are not anticipated.
2. RAL will not advise on tax or provide legal advice.