

TO ALL KNOWN CREDITORS

8 August 2019

Ref: MLP/5W/SJH/JH/SF

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Dear Sirs

Nortel Networks B.V. (in Administration and subject to a Company Voluntary Arrangement (“CVA”)) (the “Company”)

In the High Court of Justice, Business and Property Courts of England & Wales, Companies and Insolvency List (ChD) No. 553 of 2009 / CR-2009-000036.

Incorporated in the Netherlands with registered number 34054624. The Company's registered address is Evert van de Beekstraat, 104 Schiphol Airport, 1118 CN Schiphol, The Netherlands.

Joint Supervisors' Annual CVA Progress Report

I write to provide you with the Joint Supervisors' annual progress report (“Annual Report”), which includes details of the progress of the CVA of the Company. This Annual Report covers the 12 month period from 12 June 2018 to 11 June 2019 and should be read in conjunction with the CVA Proposal dated 5 April 2017. The Company is also in Administration and this Annual Report should be read in conjunction with the Joint Administrators' previous reports, the Joint Administrators' Statement of Proposals dated 23 February 2009 and interim update dated 15 November 2016 as well as the most recent Administration progress report dated 11 February 2019.

Additional copies of this Annual Report, and the previous reports referred to, can be made available on request or can be obtained at the following address www.emeanortel.com.

Capitalised terms used in this Annual Report shall have the same meaning as set out in Annex 1 (*Definitions and Interpretation*) of the CVA.

Brief Background

On 5 April 2017, the Joint Administrators issued the Proposal for a CVA. A CVA is a legal process often used to facilitate distributions to creditors in complex situations. The CVA also provided a platform to resolve, in an equitable way, the threat of the Financial Support Directives (“FSD”) that had been brought by the UK Pension Regulator (the “Regulator”) against the Company and certain other EMEA entities in the Nortel group.

In summary the proposed CVA sought to:

- Resolve the FSD claim which could have otherwise significantly diluted and/or delayed returns to creditors;
- Provide a mechanism for the Joint Administrators as Joint Supervisors to determine creditor claims and distribute funds as quickly as possible; and
- Impose a bar date, being 14 October 2017 (“the Bar Date”) by which pre-appointment claims against the Company were to be submitted to the Joint Supervisors, allowing distributions to occur in a timely manner.

On 12 June 2017, meetings of both the Company’s creditors and members were held to vote on the Proposal. The Proposal was approved by both the Company’s creditors and members and the Effective Date occurred on 14 June 2017.

The CVA is being supervised by the Joint Supervisors, being A R Bloom, S J Harris, A M Hudson and J Hewitt-Schembri, who act as agents of the Company and without personal liability.

Claim adjudication and distributions to creditors

In accordance with the Terms of the CVA, the Joint Supervisors adjudicated the CVA Claims received in advance of the Bar Date. The total value of claims submitted was £2,170,890,931.51 (including a significant contingent claim submitted by the Regulator), of which £16,339,316.39 has now been admitted for payment and £2,154,551,615.12 has been rejected.

In December 2017, in consultation with the Joint Supervisors, the Joint Administrators determined the amount of cash available to be paid to the Joint Supervisors to facilitate a first interim distribution to creditors. Subsequently, on 5 December 2017, the Joint Supervisors gave notice of the making of a first interim distribution of 95p in the pound to creditors with admitted Allowed Claims which are not subordinated.

It is anticipated that the Joint Supervisors will be in a position to give notice of a final distribution of 5p in the pound in respect of creditors with non-subordinated Allowed Claims plus post-petition interest in full at a commercial interest rate of 3.76%% per annum in line with the Terms of the CVA (on a pro-rata basis by reference to the value of the Allowed Claim) in the autumn of 2019. It is expected that the subordinated creditor should receive a recovery of 100p in the pound plus an element of commercial interest from the final distribution.

Nominees’ and Joint Supervisors’ time costs

The period from which the decision was made to propose a CVA to creditors until the CVA was approved by creditors represents the period where the Joint Administrators acted as the Nominees. This period, together with the period since the approval of the CVA, shall be referred to as the “CVA period” in this section.

The Nominees’ costs are those costs incurred by the Nominees during the period leading up to the approval of the CVA.

The Joint Supervisors' time costs are those time costs incurred following the approval of the CVA by the creditors on 12 June 2017.

The Nominees and Joint Supervisors of the CVA have incurred time charged directly to the entity ("Direct Time Costs") of £29,140.50 and £131,950.08, respectively, in the CVA period to 11 June 2019, totalling £161,090.58.

In addition, during the CVA period, the Joint Supervisors have apportioned between certain Nortel EMEA entities (which are also in a CVA process or shortly will be) certain central time costs for workstreams undertaken for the benefit of the Nortel EMEA entities ("General Time Costs"). During the CVA period to 11 June 2019, £44,368.14 of Nominees' General Time Costs and £1,635.70 of Joint Supervisors' General Time Costs were allocated to the Company in respect of these apportionments.

The Nominees' and Joint Supervisors' total time costs, including both Direct and General Time Costs, for the period to 11 June 2019 are £207,094.42.

The Joint Supervisors will seek approval of the English Court for their time costs totalling £48,408.11 for the period to 11 June 2019.

A summary of the time costs incurred for the CVA period to 11 June 2019 are appended to this Annual Report for creditors' information (see Appendix 1).

Remuneration of the Joint Supervisors is governed by the terms of the CVA. Further information 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/en/technical/insolvency/creditors-guides> or is available in hard copy upon written request to me.

Receipts and Payments

Attached at Appendix 2 is the Joint Supervisors' receipts and payments ("R & P") account for the CVA period to 11 June 2019 in respect of the Company.

As at 11 June 2019, the Company held cash of £839.60 in the Joint Supervisors' bank accounts.

Further detailed notes in respect of the R & P account for the period to 11 June 2019 are provided at Appendix 2.

Outstanding Work and Exit Strategies

The quantum of the final dividend to unsecured creditors will depend upon the costs necessary to place the Company into a local winding up procedure. As such, it will not be possible to pay the second and final dividend to unsecured creditors until the plan and steps required to commence the winding up process have been finalised. This planning is underway, and the Joint Supervisors anticipate that they will be in a position to pay a second and final dividend during 2019. It is anticipated that non-subordinated unsecured creditors with Allowed CVA Claims will ultimately receive 100p in the pound.

Following the payment of a final distribution to non-subordinated creditors and the subsequent termination of the CVA, the Joint Administrators intend to make an application to Court for an order to

terminate the Administration of the Company and for their appointment to cease to have effect from the date of the commencement of a local winding up procedure in the Netherlands.

The Joint Administrators will continue to update creditors as matters progress and will be updating the websites: <https://www.emeanortel.com> and <https://cva.emeanortel.com>.

The Joint Administrators and the Joint Supervisors will provide their final reports to creditors in due course.

We should like to take this opportunity to thank creditors of the Company for their continued support during the Administration and CVA of the Company.

Yours faithfully
For and on behalf of Nortel Networks B.V.



S J Harris
Joint Supervisor

For the Company, the Institute of Chartered Accountants in England and Wales in the UK authorises A R Bloom and S J Harris to act as Insolvency Practitioners under section 390A(2)(a) of the Insolvency Act 1986 and the Association of Chartered Certified Accountants in the UK authorises A M Hudson to act as Insolvency Practitioner under section 390A(2)(a) of the Insolvency Act 1986.

The affairs, business and property of the Company are being managed by the Joint Administrators, A R Bloom, S J Harris and A M Hudson who act as agents of the Company only and without personal liability.

The Company is also subject to Company Voluntary Arrangement. The Joint Supervisors are A R Bloom, S J Harris, A M Hudson and J Hewitt-Schembri who act as agents of the CVA Company and without personal liability.

We advise that this report is provided pursuant to our appointments as Joint Supervisors of the Company. It is provided solely for the purpose of informing creditors of certain aspects of the current status of the CVA. As this report is only an interim indication of the overall position of the Company, and not a valuation of the current or future value of any particular item of debt, and is liable to change, it should not be relied upon as an indication of the final return to creditors and, in particular, neither we nor the Company shall have any responsibility to any person who relies on our report for the purpose of trading in debt of the Company.

The Joint Administrators and Joint Supervisors may collect, use, transfer, store or otherwise process (collectively, "Process") information that can be linked to specific individuals ("Personal Data"). They may Process Personal Data in various jurisdictions in accordance with applicable law and professional regulations including (without limitation) the Data Protection Act 2018.

The Joint Administrators and 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 Administrators and Joint Supervisors. Personal data will be kept secure and processed only for matters relating to the Joint Administrators' and Joint Supervisors' appointment. The Office Holder Data Privacy Notice can be found at www.ey.com/uk/officeholderprivacy.

Appendix 1

Nortel Networks B.V. (In Administration and subject to a Company Voluntary Arrangement (“CVA”))

Joint Supervisors' Abstract of fees for the period to 11 June 2019

Summary of total time costs incurred for the period

Time costs for the CVA period to 11 June 2019	£
Total Nominees' direct time costs	29,140.50
Total Nominees' general time costs	44,368.14
Total Joint Supervisors' direct time costs	131,950.08
Total Joint Supervisors' general time costs	1,635.70
Total time costs for the CVA period to 11 June 2019	207,094.42
Time costs approved to date (to 11 June 2018)	
Nominees' direct time costs approved to date (to 11 June 2018)	(29,140.50)
Nominees' general time costs approved to date (to 11 June 2018)	(44,368.14)
Joint Supervisors' direct time costs approved to date (to 11 June 2018)	(83,547.02)
Joint Supervisors' general time costs approved to date (to 11 June 2018)	(1,630.65)
Total time costs approved to date (to 11 June 2018)	(158,686.31)
Total time costs for approval	48,408.11

Nominees' Direct time cost for the period

Activity	Hours					Total sum of hours	Average hourly rate (£)	Time costs for Period to 11 June 2019 (£)
	Director / Executive Director	Assistant Director	Manager	Executive / Assistant Executive	Analyst			
Nominees' direct time	8.3	17.7	18.1	0.6	26.0	70.7	412.17	29,140.50
Grand Total	8.3	17.7	18.1	0.6	26.0	70.7		29,140.50
Average hourly rate (£)	770.00	565.00	415.00	305.00	194.40			
Time costs for the Period (£)	6,391.00	10,000.50	7,511.50	183.00	5,054.50			

Joint Supervisors' Direct time cost for the period

Activity	Hours					Total sum of hours	Average hourly rate (£)	Time costs for the Period to 11 June 2019 (£)
	Director / Executive Director	Assistant Director	Manager	Executive / Assistant Executive	Analyst			
Creditor claim adjudication	10.4	14.0	47.2	5.0	25.2	101.8	411.76	41,917.30
Creditor correspondence	15.8	1.5	32.7	34.0	4.6	88.6	427.24	37,853.40
VAT	-	22.3	3.0	0.3	2.7	28.3	542.01	15,338.88
Distribution	2.5	-	20.5	9.8	0.8	33.6	403.97	13,573.40
Corporation tax	-	-	16.5	-	1.1	17.6	401.25	7,062.00
Creditors' Committee	7.5	-	-	-	-	7.5	770.07	5,775.50
Statutory	3.0	-	0.2	-	3.0	6.2	480.32	2,978.00
Annual progress report	-	-	1.0	3.0	4.0	8.0	264.25	2,114.00
Nominees' time	-	0.1	1.2	-	6.5	7.8	223.65	1,744.50
Finance, accounting and administration	-	0.1	0.5	2.4	2.0	5.0	277.28	1,386.40
Estimated Outcome Statement	-	-	2.0	1.5	-	3.5	367.29	1,285.50
Fees and time costs	-	-	-	-	3.7	3.7	196.00	725.20
Legal	-	-	-	-	1.0	1.0	196.00	196.00
Grand Total	39.2	38.0	124.8	56.0	54.6	312.6		131,950.08
Average hourly rate (£)	770.31	582.36	416.10	305.51	193.90			
Total time costs for Period (£)	30,196.00	22,129.54	51,929.38	17,108.46	10,586.70			

Nominees' General time cost for the period

Activity	Hours						Total sum of hours	Average hourly rate (£)	Total time costs for Period to 14 June 2019 (£)	Company cost percentage allocation	Time costs for the Company for the period to 11 June 2019 (£)
	Partner	Director / Executive Director	Assistant Director	Manager	Executive / Assistant Executive	Analyst					
Total Nominees' general time	3.1	404.9	541.7	536.4	6.5	174.6	1,667.2	526.98	878,577.00	5.05%	44,368.14
Average hourly rate (£)	805.00	770.00	565.00	415.00	305.00	192.78					
Time costs for the Period (£)	2,495.50	311,773.00	306,060.50	222,606.00	1,982.50	33,659.50					

Joint Supervisors' General time cost for the period

Activity	Hours					Total sum of hours	Average hourly rate (£)	Total time costs for the period 12 June 2018 to 14 June 2019 (£)	Company cost percentage allocation	Time costs for the Company for the period to 11 June 2019 (£)
	Director / Executive Director	Assistant Director	Manager	Executive / Assistant Executive	Analyst					
Supervisors' general time	11.5	12.0	4.5	38.4	18.9	85.3	379.72	32,390.00	5.05%	1,635.70
Grand Total	11.50	12.00	4.50	38.4	18.9	85.3		32,390.00		1,635.70
Average hourly rate (£)	770.00	565.00	415.00	291.72	195.00	-				
Total time costs for Period (£)	8,855.00	6,780.00	1,867.50	11,202.00	3,685.50					

Appendix 2

Nortel Networks B.V. (In Administration and subject to a Company Voluntary Arrangement (“CVA”))

Joint Supervisors’ Abstract of Receipts and Payments from 12 June 2018 to 11 June 2019

Nortel Networks B.V. (in Administration and subject to a Company Voluntary Arrangement) Supervisors' receipts and payments account for the period 12 June 2017 to 11 June 2019				
Currency: GBP	Period 12 June 2017 to 11 June 2018	Period 12 June 2018 to 11 June 2019	Total to 11 June 2019	Notes
Opening balance	-	853	-	
Receipts				
- Transfer from Administrators	3,008,773	584,411	3,593,184	1
	<u>3,008,773</u>	<u>584,411</u>	<u>3,593,184</u>	
Payments				
- Distribution to creditors	(2,887,978)	(396,809)	(3,284,787)	2
- Joint Supervisors' fees and disbursements	(119,794)	(45,381)	(165,175)	
- Legal fees recharges	-	(142,202)	(142,202)	
- Bank charges and interest	(148)	(33)	(181)	
	<u>(3,007,920)</u>	<u>(584,425)</u>	<u>(3,592,345)</u>	
Closing balance	<u>853</u>	<u>839</u>	<u>839</u>	
Account reconciliations: Supervisor's Accounts	853	839	839	
	<u>853</u>	<u>839</u>	<u>839</u>	

Notes to R&P

Note 1

The amounts reported are inclusive of sales tax where applicable.

Note 2

Distribution to creditors represents the 100p in the pound distribution to admitted Local Priority Claims and 95p in the pound to admitted Provable Claims which are not subordinated.