

TO ALL KNOWN CREDITORS

6 July 2018

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

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Dear Sirs

**Nortel Networks Portugal S.A. (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. 547 of 2009 / CR-2009-000043

Incorporated in Portugal with registered number 502 338 393. The Company's registered address is c/o Ernst & Young, Avenida da Republica 90 3o, 1649- 024 Lisbon, Portugal

**Joint Supervisors' First Annual CVA Progress Report**

I write to provide you with the Joint Supervisors' first 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 9 May 2017 to 8 May 2018 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 7 February 2018.

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](http://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 27 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 9 May 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 10 May 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 £2,148,270,976.72 (including a significant contingent claim submitted by the Regulator), of which £1,111,255.27 has now been admitted for payment and £2,147,158,604.01 has been rejected. Please note that these figures include a number of CVA Claims which have been determined subsequent to the period of this Annual Report. In addition, one CVA Claim totalling £1,117.44 is subject to final adjudication by the Joint Supervisors and is expected to be finally determined shortly.

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 £ to creditors with Allowed Claims excluding certain subordinated claims which will only be paid when all other admitted unsecured claims are settled in full, to the extent that sufficient assets are available to pay them.

It is currently anticipated that the Joint Supervisors will be in a position to give notice of a further distribution of 5p in the £ in respect of Allowed CVA Claims in 2018.

### **Nominees’ and Joint Supervisors’ time costs**

The period from which the decision was made to propose a CVA to creditors until the CVA is 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 9 May 2017.

The Nominees and Joint Supervisors of the CVA have incurred “Direct time costs” of £32,438.50 and £47,420.00 respectively in the CVA period to 8 May 2018, totalling £79,858.50.

In addition, during the CVA period, the Joint Supervisors have apportioned between certain other Nortel EMEA entities (which are also in a CVA process or shortly will be) certain time costs for workstreams undertaken for the benefit of the Nortel EMEA entities (“General time costs”). During the CVA period to 8 May 2018, £2,777.55 of Nominees’ General time costs and £213.72 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, for the period to 8 May 2018 are £82,849.77.

The Joint Supervisors continue to draw 80% of these fees on a regular basis as per clause 30.7.2 of the CVA proposal. The Joint Supervisors intend to seek approval of the remaining 20% of fees from creditors in accordance with Clause 30.7 of the CVA proposal for the period to 29 September 2017. The Joint Supervisors will seek the approval of creditors or the English Court for their time costs for the period from 30 September 2017, as appropriate, in due course.

A summary of the time costs incurred for the CVA period to 8 May 2018 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 web site 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 8 May 2018 in respect of the Company.

As at 8 May 2018, the Company held cash of £3,763.22 in the Joint Supervisors' bank accounts.

Further detailed notes in respect of the R & P account for the period to 8 May 2018 are provided at Appendix 2.

The Joint Administrators and the Joint Supervisors will continue to update creditors as matters progress over the coming months, particularly in relation to further distribution of monies to creditors.

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 Portugal S.A.



S J Harris  
Joint Supervisor



*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 Companies only and without personal liability.*

*The Company is also subject to Company Voluntary Arrangements. 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 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 Companies 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.*

## Appendix 1

### Nortel Networks Portugal S.A.

(In Administration and subject to a Company Voluntary Arrangement ("CVA"))

### Joint Supervisors' Abstract of fees from 9 May 2017 to 8 May 2018

#### Summary of total time costs incurred for the period

Time costs for the CVA period to 8 May 2018	£
Total Nominees' direct time costs	32,438.50
Total Nominees' general time costs	2,777.55
Total Joint Supervisors' direct time costs	47,420.00
Total Joint Supervisors' general time costs	213.72
<b>Total time costs for the CVA period to 8 May 2018</b>	<b>82,849.77</b>
Time costs approved to date (to 29 September 2017)	
Nominees' direct time costs approved to date (to 29 September 2017)	-
Nominees' general time costs approved to date (to 29 September 2017)	-
Joint Supervisors' direct time costs approved to date (to 29 September 2017)	-
Joint Supervisors' general time costs approved to date (to 29 September 2017)	-
<b>Total time costs approved to date (to 29 September 2017)</b>	<b>-</b>
<b>Total time costs for approval</b>	<b>82,849.77</b>

#### Nominees' Direct time cost for the period

Activity	Hours				Total sum of hours	Average hourly rate (£)	Time costs for CVA period to 8 May 2018 (£)
	Director / Executive Director	Assistant Director	Manager	Analyst			
Nominees' direct time	16.3	9.0	20.2	33.0	78.5	413.23	32,438.50
<b>Grand Total</b>	<b>16.3</b>	<b>9.0</b>	<b>20.2</b>	<b>33.0</b>	<b>78.5</b>		<b>32,438.50</b>
Average hourly rate (£)	770.00	565.00	415.00	194.53			
Time costs for the Period (£)	12,551.00	5,085.00	8,383.00	6,419.50			

#### Joint Supervisors' Direct time cost for the period

Activity	Hours					Total sum of hours	Average hourly rate (£)	Time costs for the Period to 8 May 2018 (£)
	Director / Executive Director	Assistant Director	Manager	Executive / Assistant Executive	Analyst			
Annual progress report	-	-	1.00	-	-	1.0	415.00	415.00
Corporation tax	-	-	-	-	1.90	1.9	195.00	370.50
Creditor claim adjudication	-	8.90	19.00	-	21.90	49.8	345.06	17,184.00
Creditor correspondence	-	3.00	2.20	-	4.60	9.8	357.65	3,505.00
Creditors' Committee	-	-	6.00	-	1.60	7.6	368.68	2,802.00
Distribution	2.40	1.50	31.90	-	0.30	36.1	443.01	15,992.50
Fees and time costs	-	0.60	-	1.00	9.20	10.8	202.13	2,183.00
Finance, accounting and administration	0.20	0.60	1.30	1.30	13.90	17.3	233.90	4,046.50
Statutory	-	-	0.20	-	3.00	3.2	208.75	668.00
VAT	-	-	-	-	1.30	1.3	195.00	253.50
<b>Grand Total</b>	<b>2.6</b>	<b>14.60</b>	<b>61.60</b>	<b>2.30</b>	<b>57.70</b>	<b>138.8</b>		<b>47,420.00</b>
Average hourly rate (£)	770.00	565.00	415.00	194.13	193.39			
Time costs for the Period (£)	2,002.00	8,249.00	25,564.00	446.50	11,158.50			

#### Nominees' General time cost for the period

Activity	Hours						Total sum of hours	Average hourly rate (£)	Total time costs for CVA period to 8 May 2018 (£)	Company cost percentage allocation	Time costs for the Company for CVA period to 8 May 2018 (£)
	Partner	Director / Executive Director	Assistant Director	Manager	Executive / Assistant Executive	Analyst					
Nominees' general time	3.1	393.9	505.2	522.9	6.0	164.1	1,595.2	527.63	841,682.00	0.33%	2,777.55
Average hourly rate (£)	805.00	770.00	565.00	415.00	305.00	192.64					
Time costs for the Period (£)	2,495.50	303,303.00	285,438.00	217,003.50	1,830.00	31,612.00					

## Joint Supervisors' General time cost for the period

Activity	Hours					Total sum of hours	Average hourly rate (£)	Total time costs for CVA period to 8 May 2018 (£)	Company cost percentage allocation	Time costs for the Company for CVA period to 8 May 2018 (£)
	Director / Executive Director	Assistant Director	Manager	Executive / Assistant Executive	Analyst					
Joint Supervisors' general time	22.50	48.50	18.00	22.40	29.40	140.80	459.96	64,762.50	0.33%	213.72
<b>Grand Total</b>	<b>22.50</b>	<b>48.50</b>	<b>18.00</b>	<b>22.40</b>	<b>29.40</b>	<b>140.80</b>		<b>64,762.50</b>		<b>213.72</b>
Average hourly rate (£)	770.00	565.00	415.00	305.00	195.00					
Time costs for the Period (£)	17,325.00	27,402.50	7,470.00	6,832.00	5,733.00					

## Appendix 2

### Nortel Networks Portugal S.A.

(In Administration and subject to a Company Voluntary Arrangement (“CVA”))

#### Joint Supervisors' Abstract of Receipts and Payments from 9 May 2017 to 8 May 2018

Currency: GBP	Notes	Period 9 May 2017 to 8 May 2018
Opening balance		-
<u>Receipts</u>		
- Transfer from Administrators		238,018
		<u>238,018</u>
<u>Payments</u>		
- Distribution to creditors	1	(173,476)
- Joint Supervisors' fees and disbursements		(60,633)
- Bank charges and interest		(146)
		<u>(234,255)</u>
Closing balance		<u><u>3,763</u></u>
Joint Supervisors' Accounts		3,763
		<u><u>3,763</u></u>

#### Notes to R&P

##### Note 1

Distribution to creditors represents the 95p in the £ distribution to admitted Provable Claims excluding certain subordinated intercompany claims.

The actual distribution to creditors as at 8 May 2018 is lower than 95p in the £ of the total admitted claims referenced in the main body of this Annual Report primarily due to certain subordinated intercompany claims not yet being distributed and due to a number of CVA claims being determined subsequent to the period of this Annual Report. These subordinated intercompany claims will only receive distribution when all other admitted unsecured claims are settled in full, to the extent that sufficient assets are available to pay them. It is noted that additional transfers from the Joint Administrators to the Joint Supervisors are expected to be made after the period of this Annual Report in order to facilitate further distributions, to the extent that sufficient assets are available.