



**FIRST REPORT (PURSUANT TO ARTICLE 73A OF THE BANKRUPTCY ACT) REGARDING
THE FINDINGS OF THE (PROPOSED) TRUSTEES DURING THE PRE-PACK
ADMINISTRATION AND THE FIRST REPORTING PERIOD IN THE BANKRUPTCIES OF
ROYAL IMTECH N.V. AND IMTECH GROUP B.V.**

District Court : Rotterdam

Supervisory judges: *meester drs. J.C.A.T. Frima*
meester W.J. Roos-van Toor
meester R. Kruisdijk

Bankruptcy number : Royal Imtech N.V. F.10/15/577
Imtech Group B.V. F.10/15/580

Bankruptcy trustees : P.J. Peters J.G. Princen
AKD N.V. Ploum Lodder Princen
Wilhelminakade 1 Blaak 28
3072 AP Rotterdam 3011 TA Rotterdam

Date of appointment of the proposed
bankruptcy trustees : Tuesday 5 August 2015

Date on which moratorium
was granted : Tuesday 11 August 2015

Date of decision bankruptcy : Tuesday 13 August 2015

Reporting period : 5 August 2015 – 14 September 2015

Appendices : 1) organization chart
2) List of operating companies Nordics sold
3) List of operating companies Marine sold
4) List of operating companies T&I sold

Rotterdam, 14 September 2015



PRELIMINARY REMARKS

This is a first report in the bankruptcy of Royal Imtech N.V. (hereinafter: "**Royal Imtech**") and Imtech Group B.V. (hereinafter: "**Imtech Group**").

In view of the connection between these two bankruptcies we have opted for publishing one joint report in both bankruptcies. Since it is expected that the rights and obligations of the companies can (reasonably) be separated, the bankruptcies will not be wound up in a consolidated manner, but separately.

This report is based on information which the bankruptcy trustees have received from the company and third parties. The bankruptcy trustees stress that the information in this report is the subject of further investigation. At a later stage it may turn out that this information must be adjusted. Therefore, no statements can yet be made about the completeness and accuracy of the details included in this report.

In line with the ruling of the Supreme Court dated 21 January 2005 (JOR 2005/104) it is pointed out that this report does not intend to account for the status of the estate or to give a complete insight. Individual creditors cannot derive any rights from this report.

This report and the subsequent reports will be published in Dutch and – albeit with some delay – in English. The Dutch version prevails.

The bankruptcy reports can be found on www.rechtspraak.nl as well as on the websites: akd.nl and ploum.nl. Incidentally, the bankruptcy trustees are having a separate website developed for the bankruptcies of Imtech companies.

I. INTRODUCTION

By means of this bankruptcy report, the bankruptcy trustees report on:

- their acts as proposed bankruptcy trustees of Royal Imtech in the period from 5 August 2015 until the granting of the provisional moratorium of payment on 11 August 2015;
- their acts as administrators during the provisional moratorium of payment from 11 August 2015 until 13 August 2015; and
- their acts as bankruptcy trustees in the bankruptcies of both Royal Imtech and the Imtech Group as of 13 August 2015.

The structure of this report is as follows:

- I. Introduction
- II. General information regarding the Royal Imtech group



- III. Background
- IV. Appointment proposed bankruptcy trustees
- V. Pre-pack administration
- VI. Internal figures as of 30 June 2015
- VII. Description sales process
- VIII. Reporting in conformity with RECOFA

II. GENERAL INFORMATION ROYAL IMTECH

Royal Imtech is the principal holding company of the Imtech group (hereinafter: "**Imtech**"). Imtech is a European technical service provider in the field of electrical engineering, automation and machine construction. Imtech is especially active in the field of electrical engineering, machine construction and automation. In this field it offers overall solutions for technical problems. Ranging from design, advice and engineering to realization, management and maintenance. With approximately 22,000 employees in 14 countries and in seven divisions, Imtech had realized an annual profit of approximately 4 billion euros in 2014.

The Royal Imtech shares are listed on Euronext Amsterdam.

III. BACKGROUND

For a description of the background, the bankruptcy trustees at this stage refer to the website of Imtech (www.imtech.com). This website includes press releases and annual reports. On the front page, under the title 'update bankruptcy trustees', one can find press releases of the bankruptcy trustees regarding the transactions.

IV. APPOINTMENT PROPOSED BANKRUPTCY TRUSTEES

General

The appointment of the proposed bankruptcy trustees serves to promote a structured and efficient settlement of the bankruptcy and accordingly limit the stakeholders' loss. By becoming involved with the company prior to the declaration of bankruptcy or moratorium of payment, the proposed bankruptcy trustees have the opportunity to have themselves informed about the company. Especially if it concerns a (very) large company, it is desirable that the proposed bankruptcy trustees will be able to familiarize themselves with the company and can make preparations. The appointment of the proposed bankruptcy trustees does not yet have a statutory basis and the proposed bankruptcy trustees consequently do not have statutory



powers. The board and the supervisory board will remain fully independently authorised and responsible until the moratorium of payment is granted or the bankruptcy is pronounced.

Appointment proposed bankruptcy trustees

On Wednesday 5 August 2015, the board of Royal Imtech submitted an application to the Rotterdam District to appoint one or more proposed bankruptcy trustees.

The application states the following:

“3. Agreements with financiers

3.1 On 27 February 2013, Royal Imtech announced that it had attracted temporary bridging finance in the amount of EUR 500,000,000 and that it would strengthen its equity by means of a rights issue of EUR 500,000,000. The rights issue was successfully completed at the end of 2013. On 15 June 2013, Royal Imtech made a number of agreements with its major financiers until 31 March 2014, which were laid down in a so-called “Covenant Holiday”. At the end of 2013, temporary solutions were again required, which were agreed with the major financiers of the group, including an extension of the Covenant Holiday until 30 September 2014.

3.2 A Medium Term Solution (“MTS”) was agreed with a large group of financiers on 17 March 2014. Based on the MTS, all of the finance documents were revised as of 17 June 2014, in which respect uniform agreements were made about, among other things, financing fees, the reducing of the debt burden with at least EUR 400,000,000, (financial) covenants, grounds for calling in and the providing of security. There are also agreements made between the financiers in joint consultation by means of an Intercreditor Agreement. Through the MTS, the financiers have undertaken to keep providing credit and bank guarantees to the group. In addition thereto, a part of the financiers has made available a new bank guarantee facility. With the MTS, the aim was to ensure financial stability for the medium term.

3.3 Unfortunately, the MTS leads to further questions about the financial viability of the group. The high debt levels and the increasing financing costs negatively influenced the image that the Stakeholders have of Royal Imtech. Royal Imtech's declining share price in 2014 also caused more and more insecurity. In 2014, Royal Imtech performed worse than anticipated in the MTS.

3.4 With the view to a structural solution for the financial difficulties of Royal Imtech and its affiliated group, the following rights issue took place in October 2014, combined with the sale of the ICT division late August 2014. The proceeds hereof have been used to reduce the debts.



3.5 *In a press release dated 28 July 2015, Royal Imtech disclosed, among other things, that the operational EBITDA over the first six months of 2015 was lower in comparison with 2014 and that the obtaining of a positive EBITDA for 2015 would be a challenge. According to the most recent liquidity forecast for 2015, the liquidity of Imtech will reach an all-time low mid-August 2015. According to the state of affairs at the time of the issue of the press release, the liquidity buffer was still positive, albeit considerably lower than Royal Imtech considered desirable. As is stated in the press release, Royal Imtech was holding constructive and advanced consultations at the time with its financiers about a bridging facility, in order to address a potential liquidity deficit in the short term and to make the transition to and the implementation of a structural, sustainable solution possible. The contours hereof included an increase in the scope of the liquidity facility of EUR 75,000,000 by using a part of the available scope in the guarantee facility until the end of December 2015 in two tranches of EUR 37,500,000. At that time it was still unclear whether such a bridging facility and the prospect of a structural, sustainable solution would be realised (in a timely manner), see the full press release of 4 August 2015.*

3.6 *As also demonstrated from the press release of 4 August 2015, it has become clear during the last few days that because of the requirements under German law an additional obligation of Royal Imtech vis-a-vis Imtech Deutschland GmbH & Co KG ("Imtech Germany") must be realized in the short term. Meanwhile, the financiers have stated that they are not willing to make available the financing required for that purpose, which means that Royal Imtech will be unable to financially support Imtech Germany. In view of this, it cannot be excluded that the direction of Imtech Germany will have to decide to petition for its own bankruptcy in the short term.*

3.7 *Given the overlaps between Imtech Germany on the one hand and Royal Imtech and its affiliated group on the other hand, a bankruptcy of Imtech Germany also has negative consequences for Royal Imtech. These negative consequences will consist of inter alia direct third-party claims under guarantees issued by Royal Imtech with respect to Imtech Germany projects and cross defaults in relation to financing of the Imtech group. Furthermore, the bankruptcy of Imtech Germany and/or other entities within the GEE (Germany and Eastern Europe) division will cause unrest in the market with all the associated negative consequences for Royal Imtech.*

4 *request for designation of intended bankruptcy trustees*

4.1 *Although Royal Imtech presently possesses limited liquidities, it only has a limited buffer to cope with further setbacks. There is a realistic chance that because of the resulting unrest and claims, Royal Imtech will soon end up in an unstable situation with possible acute liquidity*



problems. In the first case, Royal Imtech will be forced to apply for a moratorium of payment, or petition for bankruptcy, in the very short term. If Royal Imtech, does not have an immediately implementable plan at the ready in such a case, an uncontrollable situation will arise and the value of Royal Imtech and its affiliated group will decline greatly. Such is disadvantageous for all Stakeholders involved with Royal Imtech, including the joint creditors of Royal Imtech as well as its employees.

4.2 With respect to this situation and in the context of Contingency planning, Royal Imtech has thought out and discussed several scenarios with its financiers. For the sake of good order, Royal Imtech records that at the time of the submitting of this request, no agreement, either formal or not, has as of yet been reached with the financiers about the contents of one of these Contingency Plans. Considering the role played by the financiers in all of these plans, an agreement is ultimately required for the implementation of such plans.

4.3 In addition, Royal Imtech simultaneously carries out an M&A process. Although this process did lead to conversations with potential takeover candidates, it has not yet lead to an actual sale.

4.4 The role played by Imtech Capital, a 100% subsidiary of Royal Imtech, in the several Contingency planning scenarios can be explained as follows. Imtech Capital is the financing vehicle within the Imtech group, at the head of which is Royal Imtech, and is also a large (intercompany) creditor of Royal Imtech. Royal Imtech and Imtech Capital, together with a number of other group companies, are jointly liable for the most important debts to the financier of the Imtech group. If and insofar as Royal Imtech would become insolvent, Imtech Capital would in all likelihood meet the same fate.

4.5 The implementation of a Contingency Plan for Royal Imtech is complex. Although considerable preparatory work has already been carried out, the bankruptcy trustees are expected to need at least a couple of days to assess the various options. However, there is no time for this after a possible bankruptcy. After all, it may be expected that if the transfer of the (majority of the) company of Royal Imtech to a new structure is not announced immediately, irreparable damage will be caused to the company of the group. It is against this background that Royal Imtech requests Your Honour's Court to designate the presently proposed bankruptcy trustees. Considering the complexity of the situation at hand and the time required for a proposed bankruptcy trustee to comprehend said situation, Royal Imtech requests Your Honour's Court to initially designate the proposed bankruptcy trustee for a period of two weeks.

4.6 Royal Imtech also requests Your Honour's Court to designate in advance these intended



bankruptcy trustees as administrators, respectively bankruptcy trustees, in the possibly following moratorium and/or bankruptcy of Royal Imtech.

4.7 Finally, Royal Imtech requests Your Honour's Court to designate an intended supervisory judge in advance who will be appointed as intended supervisory judge in the event of a possibly following moratorium of payment and/or bankruptcy of Royal Imtech.

After the Rotterdam District Court examined the chairman of the Board of Directors, Mr Gerard van de Aast, with regard to the filed request to designate the proposed bankruptcy trustees, the Rotterdam District Court designated Mr P.J. Peters and J.G. Princen as proposed bankruptcy trustees, entailing that if Royal Imtech decides to either apply for provisional moratorium of payment or petition for bankruptcy, the Rotterdam District Court in principle has the intention to appoint them as administrators, respectively bankruptcy trustees.

In summary, the proposed bankruptcy trustees were instructed to:

- have themselves informed about the company in order to adequately prepare an insolvency of Royal Imtech; and
- take notice of and investigate any restart possibilities.

V. UNDISCLOSED ADMINISTRATION

Below, the bankruptcy trustees will discuss, in outline, the events during the period of undisclosed administration.

Wednesday 5 August 2015

In the afternoon of 5 August 2015, *meester* Peters and *meester* Princen were designated as proposed bankruptcy trustees. After first consulting with the supervisory judges, the intended bankruptcy trustees reported to the office of Royal Imtech's regular lawyer, De Brauw Blackstone Westbroek (hereinafter "**De Brauw**") that same evening.

On that specific evening there was a meeting with the financial management team of Royal Imtech. The advisors of Imtech De Brauw, Goldman Sachs and Alvarez & Marshal were also present at that meeting. During this meeting, the events of the past eighteen months were discussed. More specifically, the request for additional operating capital financing was discussed, which was not granted by the financiers. It was announced that the direction of Imtech



Germany in Germany would petition for its bankruptcy on 6 August 2015. Royal Imtech, in its own words, did not take into account a large-scale bankruptcy situation in the contingency planning. It only took into account a restart of the company, minus the division in Germany. Under the supervision of Goldman Sachs, a sales process would have been commenced with a week earlier in order to find a buyer for the group. At that time there were two serious interested parties. But there was no concrete plan yet to be assessed by the proposed bankruptcy trustees.

Furthermore, during that specific evening, the bankruptcy trustees spoke to two lawyers which represent two of the three groups of financiers of Royal Imtech. This concerns (i) the RCF ('Revolving Credit Facility') Lenders, assisted by Clifford Chance, (ii) the Guarantee Providers, assisted by Freshfields Bruckhaus Deringer), and (iii) the Noteholders, assisted by Loyens & Loeff), hereinafter jointly referred to as the "Lenders". The Lenders are furthermore advised by PwC. PwC was busy analysing the financing requirement on a division level.

The Lenders consist of 12 of the 40 banks with which the Imtech group maintains a financing relationship. The Imtech group includes 800 different bank accounts, divided over nine cash pools. The minimum limit for financing, according to Imtech, was the availability of EUR 50,000,000 on the bank accounts within the group. In the week after 5 August 2015, the work companies would drop below the EUR 50,000,000 according to the liquidity forecasts.

Thursday 6 August 2015

On Thursday 6 August 2015, again, meetings were constantly being held at the office of De Brauw. The intended bankruptcy trustees were only involved in a small part of those meetings. Again and again there were meetings with the advisors and representatives of the financiers, the board of directors and the lawyers of Royal Imtech. Consequently, the preliminary results of PwC's investigation into the financing requirement per division were discussed. Apparently, there was no insight into the financing requirement on a company level yet. It appeared that PwC has been involved with Royal Imtech since 2013, for the benefit of the RCF Lenders, in order to monitor the financing requirements on a monthly basis.

On that same day, there were also elaborate meetings with representatives of the financiers, in which meetings inter alia the former and present financing structures were explained and the security positions of the financiers were discussed. Since June 2014, the Lenders, among others, have a pledge on the shares on the subholdings on a division level.

At that time, the (partial) preservation of the Imtech group was worked at on three different tracks. De Brauw aims to sell the group in its present form, minus Imtech Germany. At that



time, Imtech Germany petitioned for its own bankruptcy. The financiers were busy preparing a so-called warehousing structure, in which certain members, i.e. divisions, would be removed from the group in order to sell the group in a controlled manner, from a safe haven position. Their focus was on saving the Nordic division. The Lenders expected that the sales proceeds would amount to approximately EUR 130 million and would in the opinion of the Lenders accrue to them as a consequence of said pledging. The third track is the uncontrolled bankruptcy, in respect of which the intended bankruptcy trustees particularly prepared themselves.

On that same afternoon, at the request of the proposed bankruptcy trustees, the position and interests of the contact persons of the Dutch banks were also discussed with the specific employees. Furthermore, there were conversations with the Board of Directors, assisted by De Brauw. The history of the related events and the attempts to save the group as a whole were also discussed with them. The pressing financial distress of the group is also explained. That same evening, the board requested the financiers for a bridging credit in order to maintain the company until the end of August. The role of the board in case of a take-over or bankruptcy was also discussed. The bankruptcy trustees explicitly requested to provide more insight into the ongoing preparations.

Friday 7 August 2015

On Friday morning 7 August 2015, the proposed bankruptcy trustees discussed the developments of the last few days with the supervisory judges at the office of AKD in Amsterdam.

In the course of the day it became clear that in any case Rabobank blocked the bank accounts of Imtech companies. As a consequence payments could no longer be carried out, As a consequence of this the fuel cards of Imtech employees were blocked.

The rest of the day was once again spent on several meetings at De Brauw. There were meetings with PwC and the representatives of the financier with whom the analysed financing requirements of the divisions respectively the security positions were discussed in greater detail.

In the course of the day it became clear that meanwhile all three of the interested parties advanced by Goldman Sachs had withdrawn from the take-over of the group.

Saturday 8 August 2015



A group of private investors (hereinafter: **'the Consortium'**) subsequently reported themselves to take over the group. They offered EUR 100 million for Imtech (minus Germany). The Lenders were requested to offer EUR 175 million in operating capital, in exchange for which the Consortium would offer EUR 50 million in escrow, serving as security of the financiers. However, on the condition that the guarantors uphold the existing guarantees.

Furthermore, there were all kinds of meetings between all kinds of parties in which intended bankruptcy trustees were barely involved. 120 advisors were present at De Brauw on behalf of parties. The members of the Consortium brought the employees of their private equity companies in order to carry out a due diligence. Meetings were organised for division directors with representatives of Lenders and the Consortium as well as other meetings with proposed bankruptcy trustees, which as such are able to create an image of the group companies in case the entire group would go bankrupt.

Upon the desired sale to the Consortium by Imtech and advisor De Brauw a concept agreement is suggested to the proposed bankruptcy trustees, which must be signed immediately after pronouncing the bankruptcy of Royal Imtech N.V. Unacceptable main points for the proposed bankruptcy trustees, or at least not without further conditions, provided in said agreement are:

- a. Recognition of the security established by Lenders;
- b. Waiving the right to destroy security once established for the benefit of Lenders, due to fraudulent conduct;
- c. [translator's note: check source] To not transfer to Consortium the entire fiscally compensable loss of the group.

Furthermore, due to the necessary permission of competition authorities, which could easily involve 1 to 2 months, it is required that the entire Board of Directors remained in office as well as the entire Supervisory Board, such for the benefit of the Consortium. The proposed bankruptcy trustees pointed out to the directors that this might come across as unnatural to the shareholders of Royal Imtech N.V.

That evening it turned out that the Lenders were not willing to cooperate to the proposal of the Consortium. After all, this proposal entails a proceeds realization of EUR 100 million instead of the expected EUR 130 million for the Nordic division. The proposed bankruptcy trustees indicated that they attach importance to the saving of the largest possible part of the Imtech group, inter alia so that the debt burden of Royal Imtech remains as limited as possible.

Sunday 9 August 2015



On Sunday 9 August 2015 there were new meetings that were held during the whole day and night. The Consortium prepared a new proposal which would be presented later that Sunday. Furthermore, the positions of the trade unions and the central works council were discussed. The meetings with the representatives of the Lenders regarding the legal validity of the security provided to the Lenders and the amount paid to the bankruptcy trustees in their capacity as estate administrators were once again continued. That evening, the Consortium responded by means of an offer of EUR 150 million for the take-over of the entire company, excluding the bankrupt Germany and the to-be bankrupt Imtech Buildings Services B.V. The offer entailed a postponed purchase price, payment will take place within 3 years. Furthermore, EUR 100 million in operating capital will be invested in the company. Several Dutch banks were requested to offer a credit of EUR 50 million and to maintain the guarantee facilities. Furthermore it became clear that the Consortium approached the Ministry of Economic Affairs in order to get said credit guaranteed in respect of the banks in question. Goldman Sachs held the opinion that a takeover price of EUR 150 million to be paid in three years, equals the EUR 130 million which the Lenders (minimally) expected to realize in the sale of separate parts.

That night, no consensus was reached about a takeover by the Consortium. The moratorium of payment was not yet requested.

During said day, repeated consultation was conducted with the supervisory judges about the progress of the process.

Monday 10 August 2015

Meanwhile, negotiations continued on 10 August 2015. While the Consortium tried to reach consensus with the Lenders, the Lenders prepared a so-called 'warehousing' in which viable members, the Nordic division first could be housed in a separate structure - awaiting the sale. The Lenders expected to realize higher proceeds with their acquired security than with the acceptance of the Consortium plan.

Later that night, the Consortium stated that the Ministry of Economic Affairs was willing to cover the new financings of the Dutch banks. Nevertheless - according to the Consortium - the Dutch banks involved did not turn out to be willing to provide the EUR 50 million requested by the Consortium.

The Consortium abandoned its take-over plan for that reason.

After it became clear that the take-over by the Consortium was cancelled, the proposed bankruptcy trustees had a meeting with the Executive Board and the Supervisory board.



Meanwhile, these bodies of Royal Imtech had decided that the Executive Board would have to request moratorium of payment for Royal Imtech N.V. on Tuesday 11 August 2015.

Later that night the proposed bankruptcy trustees also discussed the course of affairs of that night with the representatives of the Lenders. In respect of the Executive Board, the Supervisory Board and the Lenders, the proposed bankruptcy trustees indicated that with reference to the moratorium of payment, the administrators want to take a period of two weeks to sell the divisions in the best possible way and to place them in safety. One of the requirements was that the Lenders would once again release the blocked bank accounts. The proposed bankruptcy trustees expect that better results can be achieved for all Stakeholders if the N.V. does not immediately go bankrupt because the label "in a state of bankruptcy" then deteriorates the perspective for the complete group.

Tuesday 11 August 2015

On 11 August 2015, at 00:10 am the moratorium of payment was subsequently granted with regard to Royal Imtech N.V., Imtech Capital B.V. and Imtech B.V., with appointment of *meester* Peters and *meester* Princen as administrators.

This ended the period of silent administration.

Remuneration

The proposed bankruptcy trustees each worked approximately 100 hours in the period 5 through 10 August 2015. The proposed bankruptcy trustees apply an hourly rate of EUR 450 per hour + VAT with the permission of the Rotterdam District Court. In addition, the hours of two employees of one of the bankruptcy trustees for the silent administration period will be invoiced for the "Recofa" rate which is common in bankruptcies. The hours must still be paid, but for each of the (proposed) bankruptcy trustees, the majority of the received advance payment will be paid into the bankrupt estate account of Royal Imtech N.V.

In order to create perspective, the proposed bankruptcy trustees observe that in said period 1 July through 5 August 2015, an amount of approximately EUR 18 million was paid by Royal Imtech N.V. to its advisors and the advisors appointed by the Lenders. Bankruptcy trustees will carry out the performed activities and look into the charged amounts in due time and if necessary undertake actions in this respect.

Tuesday 11 August 2015



At 10 am a press conference was given by the Executive Board and the just appointed administrators Peters and Princen. In the afternoon, the administrators consulted with the representative of the trade unions and separately with the Works Council.

VI. INTERNAL FIGURES AS AT 30 June 2015

These internal figures as at 30 June 2015 are mentioned here to put the transactions to be discussed below into perspective. Bankruptcy Trustees did not receive these figures during the silent administration and moratorium of payment. If these figures represent the situation as from the date of bankruptcy is doubtful. Due to the daily creaming off of bank balances in the 9 cash pools between 1 July and the date of moratorium of payment and afterwards, the intercompany relationships are not yet clear and in particular the intercompany receivables can barely be valued at this time. The shares in the subsidiaries were valued via Imtech Group B.V., the intercompany claims were provided and assessed from Imtech Capital B.V. Jointly this amounts to EUR 700 million and both companies also went bankrupt on 13 August 2015.

FINANCIAL OVERVIEW ROYAL IMTECH N.V. (COMPANY)

- Overview of company balance sheet of Royal Imtech N.V. on 30 June 2015.
- The amounts are derived from the financial accounts.
- For accounting policies, please see the annual accounts 2014 of Royal Imtech N.V.
- The amounts included in the overview are the book values as demonstrated by the financial accounts and are still at a going concern basis.
- The amounts do not say anything about the actual value after bankruptcy.
- No audit was carried out with regard to the figures 30 June 2015.

<i>(x € 1,000)</i>	explanation	30 June 2015
Intangible fixed assets	1	340
Tangible fixed assets	2	949
Participating interests in group companies	3	588,604
Other participations / investments	4	1,395
Receivables group companies (> 1 year)	5	12,524
Other loans	6	28,084



Deferred taxation	467
Debtors	162
Receivables group companies (< 1 year)	1,474
Other receivables / prepayments and accrued income	10,440
Liquid assets	16,399
Total assets	660,838
Shareholders' Equity	171,505
Provisions	13,544
Loans group companies (> 1 year)	591
Credit institutions	451,499
Other short-term debts	23,699
Total liabilities	660,838

Clarifications asset headings

1) Intangible fixed assets

Mainly concerns software purchases subject to periodic depreciation.

	(x€ 1,000)
Software.	950

2) Tangible fixed assets

Concerns investments in fixtures and fittings and refurbishment costs of the Gouda headquarters.

The investments are subject to periodical depreciation.

	(x€ 1,000)
Fixtures and fittings	331
Refurbishment costs	9
	340



3) Participating interests in group companies

Concerns participating interests in group companies which are valued at net asset value.

	(x€ 1,000)
Imtech Group B.V.	341,599
Imtech Capital B.V.	359,121
T & I - Ireland Ltd	500
Imtech SEA Ltd.	332
Imtech Traffic & Infra B.V. - balance	
WPS Holding B.V.	7
Imtech SSC B.V.	-3,005
Imtech Arbodienst B.V.	522
Imtech Nederland B.V. - staff	2
Kiekens B.V.	-1,927
Imtech España MMI S.A.	-10,016
Imtech Netherlands B.V.	29,453
Imtech Deutschland B.V.	91
Imtech I B.V.	15,743
Imtech Holding GmbH	-182,236
IMD Zentrale	65,000
Imtech Polska Sp.z.o.	2,370
Imtech Rusland OAO	-19,682
S.C. Imtech Arconi S.A.	-3,146
Imtech Hungary	3,108
Imtech Infra Data B.V.	-3,776
(new - former ICT) Imtech Telecom B.V.	-4,509
(new - former ICT) Fritz & Macziol (Schweiz) AG	-994
(Closed) Information Technology & Trust	
AG	1
Imtech Marine B.V.	47
Imtech Marine Morocco SARL	-1
	<u>588,604</u>

4) Other participating



interests

Concerns other participations / investments

	(x€ 1,000)
Dutch Technology Fund I	163
Icos Cleantech Early Stage II	864
Broekpolder Mij	1
Stadsherstel Rotterdam	1
De Twaalf Provinciën	1
	<hr/> 1,030 <hr/>

5) Long-term receivables group companies

	(x€ 1,000)
Imtech Nederland B.V.	994
Kiekens B.V.	11,530
	<hr/> 12,524 <hr/>

6) Long-term receivables

	(x€ 1,000)
Loan ICOS Capital III	84
Vendor loan Elstersee re DRH	3,000
LT rec. 3rd parties (ESCROW)	25,000
	<hr/> 28,084 <hr/>

FINANCIAL OVERVIEW IMTECH GROUP B.V. (CORPORATE)

- Overview of company balance sheet of Imtech Group B.V. at 30 June 2015.
- The amounts are derived from the financial accounts.
- For accounting policies, please see the annual accounts 2014 of Royal Imtech N.V.
- The amounts included in the overview are the book values as demonstrated by the financial accounts and are still at a going concern basis.
- The amounts do not state anything about the actual value after bankruptcy.



- No audit was carried out with regard to the 30 June 2015 figures.

<i>(x € 1,000)</i>	explanation	30 June 2015
Participating interests in group companies	1	341,600
Liquid assets		9
Total assets		341,609
Shareholders' Equity		341,599
Credit institutions		10
Total liabilities		341,609

Clarifications asset headings

1) Participating interests in group companies

Concerns participating interests in group companies which are valued at net asset value.

	<i>(x€ 1,000)</i>
Imtech Marine Group B.V.	49,471
T&I Group B.V.	52,372
Imtech Benelux Group B.V.	-95,518
Imtech Nordic Group B.V.	92,439
Imtech UK Group B.V.	163,498
Imtech ICT Group B.V.	79,338
	<hr style="width: 100%; border: 0.5px solid black;"/> 341,600 <hr style="width: 100%; border: 0.5px solid black;"/>

FINANCIAL OVERVIEW IMTECH CAPITAL B.V. (CORPORATE)

- Overview of company balance sheet of Imtech Capital B.V. at 30 June 2015.



- The amounts are derived from the financial accounts.
- For accounting policies, please see the annual accounts 2014 of Royal Imtech N.V.
- The amounts included in the overview are the book values as demonstrated by the financial accounts and are still at a going concern basis.
- The amounts do not state anything about the actual value after bankruptcy.
- No audit was carried out with regard to the 30 June 2015 figures.
- In July and August the settlements of cash pools were effected which have a substantial impact on the balance sheet positions at 13 August 2015.

<i>(x € 1,000)</i>	explanation	30 June 2015
Participating interests in group companies	1	62,407
Receivables group companies (> 1 year)	2	469,204
Derivatives		4,561
Receivables group companies (< 1 year)	3	1,381
Other receivables / prepayments and accrued income		3,381
Liquid assets		832,025
Total assets		1,372,959
Shareholders' Equity		359,124
Long-term liabilities		707,950
Credit institutions		303,645
Other short-term debts		2,240
Total liabilities		1,372,959

Clarifications asset headings

1) Participating interests in group companies

Concerns participating interests in group companies which are valued at net asset value.

(x€)



	1,000)	
P.B.M. N.V.	62,407	
	<hr/>	
<u>2) and 3) Receivables group companies</u>	1)	3)
Imtech T & I Sweden AB		
Imtech Traffic & Infra A/S	737	9
WPS USA Corp.	2,243	10
WPS France S.A.S.	500	10
Imtech Marine France S.A.S.	310	7
Imtech Marine Germany GmbH		
Imtech Trecom B.V.	150	
Imtech España MMI S.A.		
Imtech Spain S.L.	23,500	312
Imtech Netherlands B.V.	17,000	
Imtech Nordic AB	295,609	258
Imtech Holding AS	29,458	
Paul Wagner et Fils S.A.	4,000	
Imtech Russland OAO	4,206	114
Imtech Technical Services Ltd. (holding)	56,368	171
Techsol Marine Inc		
Radio Holland Germany GmbH		
Imtech Marine Canada Inc.	14,999	109
Imtech Marine USA Inc.	10,137	245
Imtech Marine Singapore PTE Ltd.	9,987	136
Total	<hr/> <hr/>	<hr/> <hr/>
	469,204	1,381

Administrators had only acquired information from Imtech and its advisors during the silent administration phase. During the moratorium of payment, administrators hoped to gain more grip on the process. This was unsuccessful. Imtech and De Brauw barely provided information (at their own initiative), the Lenders and their advisors PWC knew much more about the course of affairs at the Imtech division than the bankruptcy trustees and demanded all the attention with the immediate conversion into cash of their rights of pledge on shares in the divisions. Simultaneously, the bank accounts of Imtech operating companies were blocked by the banks and in the days afterwards, the Lenders setoff positive bank balances with their claims in the



cash pools as a consequence of which all bank accounts of Dutch operating companies and operating companies abroad were set to zero.

Partially as a consequence of this, administrators received approximately 1000 mails each day during the period that it conducted the negotiations regarding the sales transactions prepared by Lenders.

VII. SALES PROCESS

General

In 2014, the activities of Royal Imtech were organised into the following divisions: Benelux, Traffic & Infra (T&I), Marine, UK and Ireland, Germany and Nordic.

After the incorporation on 10 January 2014, the shares of the following divisions were held by the sub holding company Imtech Group B.V. ("**Imtech Group**"), whereby each division has its own Dutch subholding company, i.e.:

- Imtech Benelux Group B.V. (hereinafter: "**Benelux Group**");
- Imtech T&I Group B.V. (hereinafter: "**T&I Group**");
- Imtech Marine Group B.V. (hereinafter: "**Marine Group**");
- Imtech UK Group B.V. (hereinafter: "**UK Group**"); and
- Imtech Nordic Group B.V. (hereinafter: "**Nordic Group**").

The shares in the Spanish subholding company eventually turned out to be held by Royal Imtech.

The Executive Board and the Supervisory Board remain in office in case of a granted moratorium of payment. Administrators can only represent a person subject to a moratorium of payment together with the directors. The Executive Board and the Supervisory Board feared that during the moratorium of payment, price-sensitive information could come to light at ill-timed moments with the duration of 14 days desired by the administrators, for which it could be fined by AFM later. For this reason, the Executive Board and Supervisory Board would like the moratorium of payment to last as short as possible.

The Lenders immediately wish to make use of their warehouse structure through the private limited company Waterval B.V. incorporated on 5 August 2015, in order to transfer the Nordics shares thereto. In this context, it was necessary that Imtech Group B.V. would go bankrupt as pledgor, after which the Lenders could execute their right of pledge, in which the cooperation of the bankruptcy trustees (article 3:251 paragraph 2 DCC) was desired. Prior to and during the granted moratorium of payment, the Executive Board could also lend this cooperation to the Lenders as pledgor, yet they were advised that they would not be allowed to lend their



cooperation to the sale of the entire group or an important division pursuant to article 2:107a DCC. This article provides that the approval of the General Meeting of Shareholders is necessary for decisions of the board in case of transfer of the company or virtually the entire company to a third party. The statutory notice period for calling a general meeting of shareholders in a public limited liability company is six weeks, which means that this path could not be taken for this reason alone.

De Brauw continued to represent Royal Imtech N.V. during the moratorium, also during its request for conversion into bankruptcy filed on Wednesday 13 August 2015, 0:31 am. In the evening of 12 August 2015, the administrators received a (qualified) offer from a foreign private equity fund for the shares in the Nordics division in the amount of EUR 250 million. These parties wished for two days to have the opportunity to carry out a due diligence investigation before permanently honouring the offer. This private equity fund had offered (also qualified) EUR 340 million for the Nordics shares in mid 2014. Since this offer would have a much higher revenue for the Lenders and indirectly for the other creditors, the administrators first desired a further explanation from the Executive Board and its advisors in this respect.

Thursday 13 August 2015

In the morning of 13 August 2015, the supervisory judges invited the Executive Board to explain the request for conversion. In this context, the 2014 course of events was explicitly discussed, when two private equity funds made an offer of EUR 340 million for the Nordics division, which offers were considered unsolicited offers by the Executive Board and were therefore rejected. The Executive Board was of the opinion that as a result the most profitable branch of Imtech would leave the group and that the rest of the group would be endangered as a consequence.

The Executive Board and the Chairman of the Supervisory Board insisted to immediately convert the moratorium of payment into bankruptcy and sale of the Nordics division to Waterval B.V.

The warehousing structure via Waterval B.V. entailed that the shares in the intermediate holding company of the Nordics division - Nordic Group B.V. - were sold to Waterval B.V.

This made refinancing of the Nordic division by Nordea possible. Subsequently, the Nordic division could be sold from a more calm environment. The selling price to be realised in this latest sale would also apply as purchase price in the business relation between Imtech Group and Waterval B.V.

Because the administrators wanted to have more insight into the price-setting and resale of these Nordics shares, the administrators stipulated for their cooperation that they obtained the



right to appoint one out of two (equivalent) directors at Waterval B.V., who would be involved in the organization of a normal sale process to which third parties would be invited with the further condition that the banks of Nordics would continue the operating capital financing for at least another three months. The Lenders agreed to these conditions in writing on 13 August 2015, after which the bankruptcy of Royal Imtech N.V. and Imtech Group B.V., Imtech Capital B.V. and Imtech B.V. was pronounced in the afternoon, appointing administrators as bankruptcy trustees.

Amount paid to the bankruptcy trustees in their capacity as estate administrators for work done and short-term preferential loan

For their cooperation to the enforcement of the security interests provided to the Lenders in 2014 in respect of the Nordic division and the Marine division, the bankruptcy trustees stipulated an amount paid to the bankruptcy trustee for its work of EUR 7 million in the bankruptcy of Royal Imtech N.V., as well as a short-term preferential loan of EUR 3 million in case the activities of the bankruptcy trustees and the experts engaged by them could not be paid from the amount of EUR 7 million. Any proceeds as a consequence of efforts made by the bankruptcy trustees must be paid to the Lenders in that case insofar as the short-term preferential loan is consumed. In the agreement with Bankruptcy Trustees, Lenders determined that in the event of next sales, such as T&I division and Benelux, Bankruptcy Trustees can no longer request any additional amount for their work in their capacity as estate administrator for work done.

Furthermore, the bankruptcy trustees reserved the right to affect the security interests based on an actio pauliana, in which case the bankruptcy trustees will uphold the sales transactions towards purchasers and will only claim replacing compensation from Lenders, which compensation will in principle be limited to the purchase price to be received by the Lenders (however, see below for the exception to this in the sale of the Nordic division).

In order to give an idea of the scope of the data inventory:

- There are 800 bank accounts;
- There are nine cash pools within which settlements have taken place between companies and banks on a daily basis;
- The mere copying of all Imtech data requires 6 weeks of computer time alone already.

This first report therefore predominantly contains preliminary figures.

Sale Nordic Group



On 13 August 2015 - after the bankruptcy order - the Nordic division was sold by Lenders by means of an execution of the right of pledge on the shares in Nordic Group and a right of pledge on the intercompany receivables against companies belonging to the Nordic division. The sale took place by means of a so-called 'warehouse' structure, in which a company of the banks (Waterval B.V.) acted as seller, which would obtain the shares with a view to a resale. In this (first) transaction, no purchase price has yet been paid by Waterval B.V. (see above with regard to the 'Warehousing construction').

The ink of the summary agreement of 13 August 2015 with the Lenders regarding the proposed course of events at Waterval B.V. was still wet when on Tuesday 28 August 2015 the Lenders already demanded before the supervisory judges that the director of Waterval B.V., yet to be appointed by the bankruptcy trustees, had to agree with immediate resale of the shares in the Nordics division to Nordea (and then Triton) because the operational course of events at the Nordics division would deteriorate dramatically day by day. This argument was emphasized by the Norwegian divisional manager of Imtech engaged by the Lenders and by the director of Waterval B.V. meanwhile appointed by the Lenders and several partners of PWC. The supervisory judges requested to provide written evidence of this rapidly deteriorating course of events to the bankruptcy trustees. This showed that according to the local management, the EBITDA of EUR 30 million would decrease to EUR 29 million for the rest of 2015. According to the bankruptcy trustees, this could not be considered a dramatic deterioration of the results. The candidate that was acceptable for the Lenders, who wanted to appoint the bankruptcy trustees as director of Waterval was furthermore abroad for a couple of days and could not immediately start his activities. Ultimately, it was agreed upon between bankruptcy trustees and Lenders that in case of a later setting aside of the security by bankruptcy trustees, the damage is not subjected to a maximum in the amount of the selling price to Nordea in the amount of EUR 130 million, but to a possibly higher damage to be proved by the bankruptcy trustees.

On 1 September 2015, Waterval B.V. resold the Nordic division to one of the banks from the consortium of banks, Nordeau Bank AB, for a purchase price of EUR 1 (valued by Imtech Group B.V. at EUR 92,439,080 as of 30 June 2015) for the shares and EUR 130,880,000 for the pledged intercompany receivables of Imtech Capital against Nordics in the amount of EUR 295,609,000 as of 30 June 2015. The entire purchase price is received by Lenders and will still be deducted from their claims in the bankruptcies of the jointly and severally connected bankrupt Imtech companies.

Nordea Bank AB sold on the Nordic Division to Triton the same night after the calculation of a risk compensation of EUR 19 million. Since the sale by Waterval B.V. to Nordea Bank AB is not



considered 'at arm's length' by the bankruptcy trustees, the bankruptcy trustees have agreed with the financiers that any compensation to be claimed in case of a successful actio pauliana by bankruptcy trustees will not be limited to the purchase price received by Waterval B.V.

For the bankrupt estate of Royal Imtech N.V. it is important that there is certainty about the minimum proceeds to be realized for the Nordic Division and in addition the chance that as a consequence of this transaction, the outstanding bank guarantees as provided by the Guarantee providers of the Lenders amounting to a total of approximately EUR 400 million decrease because the contracted works can be completed in said situation by the operating companies. The same holds for (possible) outstanding corporate guarantees. See **annex 2** for the list of sold operating companies.

As a consequence of this transaction the employment remained unchanged for approximately 5,000 Imtech employees. As a result of this transaction, the obligations of Nordics operating companies vis-à-vis trade creditors in the amount of EUR 56 million can be fulfilled unchanged.

Sale Marine Group

Also - after bankruptcy - the Marine division was sold on 13 August 2015 by Lenders by means of an execution of the right of pledge on the shares in Marine Group and the intercompany claims of Imtech Capital against the companies belonging to the Marine Division. In this sale - similar to the sale of the Nordic Division - Waterval B.V. acted as purchaser.

However, at the time of the sale it was already clear that the Marine division would be sold on by Waterval B.V. directly to PON Holdings and Parcom Capital. The purchase price is equal to the proceeds of the resale of the Marine division to Pon Holdings and Parcom Capital by Waterval B.V.

The Lenders have determined that the purchase price for the shares in the Marine division is EUR 1 (valued at EUR 49,471,000 by Imtech Group B.V. as at 30 June 2015) and the selling price for the pledged intercompany claims is EUR 12 million (EUR 35 million as at 30 June 2015). Bankruptcy trustees of Royal Imtech N.V. stipulated from Waterval B.V. with a perpetual clause that 25% of the possible tax advantage to be realized by means of the transfer of losses to be compensated is transferred to the bankruptcy estate of **Royal Imtech N.V. for a period of 5 years by purchaser (with perpetual clause).

The entire purchase price is received by Lenders and will still be deducted from their claims in the bankruptcies of the jointly and severally connected bankrupt Imtech companies.



For the bankrupt estate of Royal Imtech N.V. it is important that as a consequence of this transaction the chance the outstanding bank guarantees as provided by the Guarantors of the Lenders amounting to a total of approximately EUR 400 million decrease because the contracted works can in this way be completed by the operating companies. The same holds for corporate guarantees and the so-called 403 statement that was issued for the Dutch companies. See **annex 3** for the list of sold operating companies.

As a consequence of this transaction, the obligations of Marine operating companies vis-à-vis trade creditors in the amount of EUR 48 million can be fulfilled unchanged.

This transaction maintained jobs for over 2,000 Imtech employees, of which 1,300 work in the Netherlands.

Sale T&I Group

On 17 August 2015, the T&I division was sold by the Lenders by means of an execution of the right of pledge on the shares in T&I Group and the intercompany receivables on the companies belonging to the T&I division. RCPT Beheer B.V., a company affiliated to private equity provider Egeria Investment, acted as purchaser.

The purchase price to be received by Lenders amounts to EUR 13 million (to be increased with an amount of EUR 2 million as of 31 December 2015 if certain conditions are complied with). The Lenders handed over the blocked bank balances of the T&I operating companies as from 13 August 2015 until Closing on 18 August 2015 to Egeria. Bankruptcy Trustees have recently established that in this way possibly EUR 10 to 13 million was 'handed over' to Egeria. All this will be investigated further. The transaction excludes the Belgian company Imtech Traffic & Infra N.V. and its subsidiaries and holdings belonging to the T&I division, as well as the French company WPS France S.A.S which is in the process of liquidation.

Bankruptcy trustees of Royal Imtech N.V. stipulated that 25% of the possible tax advantage to be realized by means of the transfer of losses to be compensated is transferred to the bankruptcy estate of N.V. [SOURCE] for a period of 5 years by purchaser (with perpetual clause).

The entire purchase price is received by Lenders and will still be deducted from their claims in the bankruptcies of the jointly and severally connected bankrupt Imtech companies.

It is particularly important for the bankrupt estate of Royal Imtech N.V. that because of this transaction the chance that the outstanding bank guarantees as provided by the Guarantors of



the Lenders in the total amount of approximately EUR 400 million decreases, because the contracted works can in this way be completed by the operating companies. The same holds for corporate guarantees and the so-called 403 statement that was issued for the Dutch companies. See **annex 4** for the list of sold operating companies.

As a result of this transaction, the jobs of 1,965 Imtech employees, of which 994 work in the Netherlands, have been maintained.

As a result of this transaction, obligations of T&I operating companies to creditors can be fulfilled unchanged for an amount of EUR 39 million.

Sale of the UK division/Ireland

This division includes both Irish as English Imtech companies. After the bankruptcy of Royal Imtech and Imtech Group, the UK management of this division set up a sales process for the British and Irish activities in collaboration with PWC. This resulted in a number of candidates, including private equity provider Endless LLP.

One company in the UK group incurred considerable losses, Imtech Water Wasteland Energy Ltd, in respect of which bank guarantees were provided for EUR 23 million. As a result, the UK Group B.V. shares - which housed the complete division - were not saleable. The English Imtech management requested PWC to do a pre pack whereby Imtech Water Wasteland Ltd was unbundled, after which Endless LLP shares purchased shares in the other UK Imtech companies. For that purpose, a purchase agreement was concluded on [still unknown] with the British administrator of the British subholding company Imtech Technical Services Ltd that went bankrupt on [still unknown] against payment of a purchase price of GBP [still unknown].

Although the shares in the Dutch sub holding company Imtech UK Group B.V. were allegedly pledged according to the Lenders, this did not apply to the shares held by Imtech Group B.V. in the subsidiary Imtech Suir Engineering Ltd and the underlying subsidiaries in the Irish companies.

On 8 September 2015, Imtech UK Group B.V. went bankrupt, appointing *meester* Peters and *meester* Princen as bankruptcy trustees.

That same day, bankruptcy trustees concluded a purchase agreement with WM Bidco 4 Limited, a company affiliated to Endless LLP, in respect of the sale of shares in Imtech Suir Engineering Ltd against payment of a purchase price of GBP 10,500,000. The shares in the Irish subholding



company Imtech Suir Engineering Ltd were subsequently transferred on 10 September 2015. The entire purchase price accrues to the assets of Imtech UK Group B.V.

As a result of this transaction, the jobs of 625 Irish Imtech employees was maintained unchanged. In the UK, the jobs of approximately 2,000 Imtech employees have been maintained unchanged. Forty jobs were made redundant.

Imtech Spain

The shares in Imtech Espana MMI S.A. (hereinafter: "**Imtech Espana**") were held by Royal Imtech N.V. on the date of the bankruptcy. The shares were allegedly pledged by Royal Imtech N.V. to the Lenders on 5 August 2015, the day on which the undisclosed administration commenced. Lenders furthermore allege a right of pledge on the intercompany receivables.

All this resulted in a purchase price of EUR 1 for the shares and EUR 5,999,999 for the intercompany receivables. These shares and receivables were sold by bankruptcy trustees of Royal Imtech and Imtech Capital to Springwater Capital against payment of a purchase price of EUR 6,000,000 after permission was obtained from the supervisory judges on 9 September 2015. The purchase price will first be paid after the Spanish competition authorities have granted permission to the transaction in 8 to 10 weeks from now. Subsequently, the entire purchase price is placed in escrow pending possible legal proceedings for the distribution of the purchase price between the financiers and the bankrupt estate.

As a result of this transaction the jobs of approximately 1,700 Imtech employees in Spain were maintained unchanged.

Sale Benelux division

On Sunday 16 August 2015, bankruptcy trustees (once again) spoke with the Lenders, their lawyers and representatives of the Ministry of Economic Affairs about the present situation at Imtech. It was the intention then to also discuss the emergency loan of EUR 2 to 3 million requested by the bankruptcy trustees in order to offset the worst payment problems with the Imtech operating companies.

On 16 August 2015, an offer was made by a Dutch private equity party of EUR 21 million for the shares which are held by Imtech Benelux Group in Imtech Industry International B.V., Imtech Industrial Services B.V., Imtech Toegangstechniek B.V. and Imtech Belgium Holding N.V. If Lenders would accept this offer, the jobs at the Imtech companies in the Netherlands would be



maintained along with Egeria's current bid on the Traffic & Infra division and all creditors of these companies could be paid in full. Only in respect of the Imtech Building Services B.V. shares, there was no purchaser and a bankruptcy would be inevitable. Given this possible solution, bankruptcy trustees no longer requested an emergency loan, but requested Lenders to agree with this offer of EUR 21 million.

After suspension of the meeting for several hours, it turned out that in consultation with their advisor PWC, Lenders did not want to accept this bid and they chose for the sale of these four operating companies to three different parties as a consequence of which the sales proceeds would be EUR 6.5 million higher.

Bankruptcy Trustees issued a negative advice because it was very likely that on Monday 17 August 2015, the Belgian executive board of Imtech Belgium would request WCO III, a moratorium of payment type, because the Belgian companies could no longer pay their approximately 775 employees after an amount of EUR 14.6 million was taken from their cash pool of the bank account on 3 August 2015. There were acute financial difficulties at Imtech Belgium and possible directors' and officers' liability in the continuation of the Belgian activities.

Bankruptcy Trustees did not deem it likely that within one night agreements could be concluded with three different purchasers in respect of four large operating companies and that the accompanying shares could be delivered in a timely manner. Bankruptcy trustees pointed out that if this alternative, which was the preference of Lenders, could not be realized, the sales proceeds of approximately EUR 9 million for the Belgian companies would immediately disappear for the Lenders, as a consequence of which this alternative results in lower proceeds than the alternative in which all shares would be sold to one purchaser for EUR 21 million.

The Lenders, being pledgee on the shares and the intercompany receivables, decided otherwise. On Monday 18 August 2015, it turned out that one of the three parties did not want to cooperate with the broken down sale of Benelux operating companies. The Lenders then requested the Executive Board of Royal Imtech N.V. and its legal advisor to apply for the moratorium of Imtech Benelux Group B.V., followed by a bankruptcy to be pronounced immediately.

On 17 August 2015, the directors of Imtech Benelux Group B.V. and Imtech Nederland B.V. applied for moratorium of payment. Administrators Peters and Princen immediately requested for conversion into bankruptcy and on 17 August 2015, both moratorium of payments were converted into a bankruptcy.



Lenders' choice did not work out well. As becomes clear below, they received EUR 12,629,000 of the proposed EUR 18.5 million for Toegangstechniek and Imtech Industry International B.V. and Ventilex. The bankrupt Benelux Group B.V. has received an unpledged revenue of EUR 7.5 million up to EUR 10.5 million for Imtech Belgium and Imtech Luxemburg,

In addition, Imtech Industrial Services B.V. has unfortunately gone bankrupt. For the time being, unpledged proceeds were realized in this bankrupt estate amounting to a total of approximately EUR 17 million. Lenders as large creditors will receive the largest part of this for each jointly and severally connected Imtech company in respect of the other unsecured creditors.

Imtech Belgium Holding N.V.

The majority of the shares of company under Belgian law Imtech Belgium Holding N.V. was held by Imtech Benelux Group B.V. In addition, a small part of the shares of Imtech Belgium Holding N.V. was held by Imtech Nederland B.V. In order to enable the transaction desired by the Lenders, the bankruptcy of Imtech Nederland B.V. was filed for on 18 August 2015 in order to facilitate a sale of shares by the Lenders as pledgee with cooperation of the bankruptcy trustees.

The shares in Imtech Belgium Holding N.V. were not pledged to the Lenders because they attributed a lower value to this than 5% of the total value of the Imtech Group. This meant that the bankruptcy trustees of Imtech Benelux Group B.V. and Imtech Nederland B.V. had to sell the shares in Imtech Belgium Holding N.V. immediately in order to prevent an actual request for the granting of a moratorium for payment to Imtech Belgium.

In close cooperation with the Belgian directors, bankruptcy trustees negotiated on 18 and 19 August 2015 with Cordeel Group N.V. Cordeel Group N.V. was so decent to uphold its already lapsed bid to the Lenders despite the further lapse of time and its back against the wall.

For the Belgian companies a subsidiary of Imtech Capital B.V., the company under Belgian law PBM N.V., acted as a financing vehicle. The intercompany receivables of the non-bankrupt PBM N.V. in respect of Imtech Belgium were not pledged to them according to the Lenders. In addition, Imtech Capital B.V. had a claim of EUR 13.8 million against Imtech Belgium. This claim was also pledged according to Lenders.

This entailed that the purchase price to be paid by Cordeel Group N.V. had to be split between an amount of shares and an amount for the intercompany receivable of Imtech Capital B.V. on the one hand and an intercompany receivable of PBM on the other hand. The purchase price agreed upon on 19 August 2015 for the shares and intercompany receivable of Capital B.V.



consequently amounts to EUR 4 million, which amount was kept in escrow during three months for EUR 2 million and during six months for another EUR 2 million in relation to possible setoffs which would have to be accepted by law.

The amount with regard to the PBM claim is kept in escrow until it is clear if this amount can be paid to Lenders in discharge, or must be paid to PBM N.V. Furthermore, the legal validity of the pledging of intercompany claims by Imtech Capital B.V. must be ruled upon at law.

As a result of this transaction the jobs of approximately 800 Imtech employees in Belgium were maintained unchanged.

Imtech Toegangstechniek B.V.

The shares in Imtech Toegangstechniek B.V. (hereinafter: **"Toegangstechniek"**) were pledged to Lenders by deed dated 18 September 2014. The intercompany receivables were pledged to Lenders by deed dated 17 June 2014. On 19 August 2015, the shares in Toegangstechniek were sold by Lenders to Record Holding Nederland B.V., subsidiary of the Swiss listed company Agta Record AG, against payment of a purchase price of EUR 11 million by means of an execution of the pledge on the shares and the intercompany claims on Toegangstechniek. Bankruptcy trustees have waived their right to set aside the share transfer for EUR 11 million, but have reserved their rights to set aside the rights of pledge at a later stage and to claim the purchase price received by Lenders for shares and/or intercompany claims.

As a result of this transaction the jobs of approximately 40 Imtech employees in Netherlands were maintained unchanged.

Imtech Industry International B.V. and Ventilex B.V.

The shares in Imtech Industry International B.V. (hereinafter: **"Industry International"**) and Ventilex B.V. (hereinafter: **"Ventilex"**) were pledged to Lenders by deed dated 18 September 2014.

On 25 August 2015, Lenders as sellers have sold the shares and the intercompany receivables in respect of Industrial Services B.V. and Building Services B.V. to Techim B.V. against payment of a purchase price of EUR 1,629,000 by means of an execution of the right of pledge on the shares and the intercompany receivables in respect of Toegangstechniek. Furthermore, purchaser contributes to the expenses of the maintenance of the shared service center of



Imtech Nederland up to a maximum of EUR 1,250,000, of which EUR 50,000 is intended for costs of bankruptcy trustees of their employees.

Bankruptcy trustees have waived their right to set aside the share transfer for EUR 1,629,000 million, but have reserved their rights to set aside the rights of pledge at a later stage and to claim the purchase price received by Lenders for shares and/or intercompany claims.

As a result of this transaction the jobs of approximately 248 Imtech employees in Netherlands were maintained unchanged.

Imtech Building Services B.V.

Imtech Building Services B.V. (hereinafter: "**Building Services**") was declared bankrupt on 18 August 2015, appointing *meester* Peters, *meester* Princen and *meester* Hamm as bankruptcy trustees. Approximately 1,200 employees in the Netherlands had to be fired as a consequence. On 25 August 2015 a sale took place to Unica of the customer database and contract database for EUR 500,000. A highly extensive unpledged accounts receivable portfolio Reference is made to the bankruptcy reports of this company for more information which will be published in due course.

Due to a further division of the activities *meester* J.G. Princen was dismissed as bankruptcy trustee in this bankruptcy on 8 September 2015. Via *meester* Peters the total overview is maintained in the bankruptcy of Building Services and *meester* Princen in the bankruptcy of Industrial Services, but in the bankruptcy of Building Services the most prominent activities are carried out by bankruptcy trustee *meester* Hamm and in the bankruptcy of Industrial Services, the most prominent activities are carried out by his colleague.

Imtech Building Services B.V.

Imtech Building Services B.V. (hereinafter: "**Industrial Services**") was granted a moratorium of payment on 28 August 2015, in which *meester* Peters, *meester* Hamm and *meester* Princen were appointed administrators. On 8 September 2015, the bankruptcy was pronounced with appointment of *meester* J.P.M. Borsboom and *meester* J.G. Princen as bankruptcy trustees. Reference is made to the separate reports that will take place in due time in that bankruptcy.

With regard to the transactions that have already been published through a press report, the following points are relevant.

Via *meester* Peters the total overview is maintained in the bankruptcy of Building Services and *meester* Princen in the bankruptcy of Industrial Services, but in the bankruptcy of Building



Services the most prominent activities are carried out by bankruptcy trustee *meester* Hamm and in the bankruptcy of Industrial Services, the most prominent activities are carried out by his colleague.

In the days before 28 August 2015, a data room was compiled for potential purchasers of assets and activities of Industrial Services. They could submit a bid until Saturday 29 August 2015 6pm after which the negotiations with interested parties were started on Sunday 30 August 2015. The most important customer of Industrial Services was Shell, for the Shell Moerdijk and Shell Pernis sites.

Self-evidently, consultation with Shell was required regarding the question which party of the bidders would be allowed by Shell to carry out activities on the Shell sites. Shell turned out to have a preference for the Irish company Kentech, which carries out maintenance and turnaround activities for Shell in several places. The negotiations with Kentech commenced on Saturday evening, 29 August 2015. Simultaneously negotiations with Shell started about the payment of the activities carried out by Industrial Services. Here it concerns activities to be performed on a daily basis of approximately 450 employees under the Imtech flag, half own personnel and half hired-in persons.

Since Kentech was not interested in the acquisition of the other contracts of Industrial Services, administrators had to look for parties that would be willing to take over the various offices and activities of Industrial Services in the Netherlands. Ultimately, consensus was reached with three parties on 8 September 2015 after the bankruptcy of Industrial Services was pronounced.

Bankruptcy trustees expect to conclude a settlement agreement with Shell in the short term regarding the value of the activities carried out by Industrial Services for an amount of EUR 5 to 7 million.

A goodwill of EUR 1 million was agreed upon for the takeover of Industrial Services' contract with Shell, which amount has meanwhile been received. Furthermore, Kentech must pay an amount of EUR 40,000 for a period of thirty months, a total amount of EUR 1,2 million, for the acquisition of fixed and moveable assets of Industrial Services on the Shell sites.

Different offices with the accompanying claims against debtors were sold to Verwater. This results in a purchase price of EUR 7.4 million.

Convoi took over the site in Zuid Limburg against a goodwill of EUR 250,000 plus an amount for assets of which the value must still be determined definitively by means of valuation reports.

Cegelec took over the Goes site for a goodwill of EUR 100,000. This goodwill is lower because Cegelec and Industrial Services already formed a general partnership together. The financial settlement of the general partnership will benefit Industrial Services.



All these amounts contribute to the bankrupt estate of Imtech Industrial Services B.V.

Bankruptcy Trustees of Imtech Industrial Services B.V. had to dismiss 917 employees in the Netherlands due to the bankruptcy. It is expected that approximately 2/3 of the employees can enter into the service of the purchasers mentioned above.

Paul Wagner & Fils S.A.

On 11 September 2015, the bankruptcy trustees of Imtech Benelux Group B.V. have sold the unpledged shares in the Luxembourg company Paul Wagner & Fils S.A. (hereinafter: "**Paul Wagner & Fils**") to Rucio Investment S.A.R.L. for EUR 1,775,174.01. However, this transaction required the cooperation of the banks as pledgee of the intercompany receivables of Imtech Capital B.V. and for this they received the full amount of the claim in escrow in the amount of EUR 1,224,825.99.

Permission was given for the conclusion of this transaction by the supervisory judges on 11 September 2015. By virtue of this transaction, the jobs of approximately 250 Imtech employees in Luxembourg was maintained.

Remaining subsidiaries

Bankruptcy trustees of Royal Imtech N.V. are still busy to find new owners for the remaining Imtech entities, or its activities, Imtech Hungary, Imtech Romania and Imtech Poland.

In addition there are interests in several non-active companies that must be wound up. Furthermore, there are various claims against purchasers as a consequence of earlier transactions before the bankruptcy date.

VII. REPORTING IN ACCORDANCE WITH THE RECOFA MODEL

Company Details : Royal Imtech N.V.
: Imtech Group B.V.

Bankruptcy number : F.10/15/577

Date of the bankruptcy order : Thursday 13 August 2015



Bankruptcy trustee	:	: <i>meester</i> P.J. Peters
	:	: <i>meester</i> J.G. Princen
Supervisory judges	:	: <i>meester drs.</i> J.C.A.T. Frima
	:	: <i>meester</i> W.J. Roos-van Toor
	:	: <i>meester</i> R. Kruisdijk
Activities of the company	:	Royal Imtech N.V. is the principal holding company of the Imtech group, being an European technical service provider in the field of electrical engineering, ICT and machine construction. Imtech has a strong position in the following sectors: construction, industry, 'green' technology and sustainability, infrastructure and telecommunication, transport and navigation.
Sales data (2014)	:	EUR 3,922,300,000.
Average number of staff	:	64
Reporting period	:	5 August 2015 – 14 September 2015
Hours spent in reporting period	:	in a subsequent report
Hours spent in Total	:	in a subsequent report

1. Analysis

1.1 Board and organization

Executive Board

- : van de Aast, Gerard Johan Alexius (Chairman of the Executive Board) as of 1 January 2013
- : Turkesteen, Johan (CFO) as of 28 June 2013
- : van Gelder, Paul Christiaan (member of the Executive Board) as of 16 September 2013

Supervisory Board

- : Karsten-van Andel, Ruth Dorothea as of 18 August 2011
- : Cremers, Frans Jozef Gerlach Maria as of 2 August 2013
- : van der Veer, Ben as of 22 May 2014



: Beeton, Jeremy John as of 22 May 2014
: van Lier Lels, Marike Elisabeth as of 22 May 2014
: Wolff, Christine as of 12 May 2015

1.2 Profit and loss

Turnover (2012)	:	EUR 5,354,900,000
Turnover (2013)	:	EUR 4,944,900,000
Turnover (2014)	:	EUR 3,922,300,000
Turnover (as at 30 June 2015)	:	EUR 1,791,700,000
Net Result (2012)	:	- EUR 247,200,000
Net Result (2013)	:	- EUR 701,200,000
Net Result (2014)	:	- EUR 560,600,000
Net Result (30 June 2015)	:	- EUR 171,400,000

1.3 Shareholders' Equity and Balance Sheet Total

Shareholder's equity (2012)	:	EUR 514,800,000
Shareholder's equity (2013)	:	EUR 304,600,000
Shareholder's equity (2014)	:	EUR 275,600,000
Shareholder's equity (30 June 2015)	:	EUR 171,400,000
Balance sheet total (2012)	:	EUR 3,938,400,000
Balance sheet total (2013)	:	EUR 3,318,100,000
Balance sheet total (2014)	:	EUR 2,477,600,000
Balance sheet total (30 June 2015)	:	EUR 2,468,200,000

1.4. Pending legal actions	:	Under investigation
1.5. Insurances	:	Under investigation
1.6. Rent	:	Under investigation
1.7. Cause of bankruptcy	:	Under investigation

2. Personnel

2.1. Number of staff at the time of the bankruptcy	:	64, entire group approximately 22,000
2.2. Number of staff in the year preceding the bankruptcy	:	idem
2.3. Date of notice of dismissal:	:	Thursday 14 August 2015
Activities	:	Unknown.



3. Assets

Immovable properties.

- 3.1 Description : under investigation
- 3.2 Sales proceeds : under investigation
- 3.3 Amount of the mortgage : under investigation
- 3.4 Percentage or amount paid to the bankruptcy trustees in their capacity as estate administrators for work done : under investigation
- Activities : investigation immovable properties

Operating assets

- 3.5 Description : Under investigation
- 3.6 Sales proceeds : Under investigation
- 3.7 Percentage or amount paid to the bankruptcy trustees in their capacity as estate administrators for work done : EUR 7,000,000
- 3.8 Right of seizure by the tax authorities of property found on the premises : Under investigation
- Activities : investigation operating assets

Inventories/ work in progress

- 3.9 Description : Under investigation
- 3.10 Sales proceeds : Under investigation
- 3.11 Percentage or amount paid to the bankruptcy trustees in their capacity as estate administrators for work done : Under investigation
- Activities : investigation inventories/ work in progress

Other assets

- 3.12 Description : An art collection was found which the bankruptcy trustees, based on statements of the Executive Board, assume to belong to Royal Imtech. Based on a board decision during the period of pre-pack administration, the works of art were secured by the proposed bankruptcy trustees. The value of the art collection is as yet unknown, the insured value is EUR 1,700,000. The art collection has meanwhile been safely stored and will be valued and sold.
- 3.13 Sales proceeds : as yet unknown



Activities : investigation art collection

4. Debtors

4.1 Amount of debtors : Under investigation, especially intercompany receivables

4.2 Proceeds : Under investigation

4.3 Percentage or amount paid to the bankruptcy trustees in their capacity as estate administrators for work done : Under investigation

Activities : investigation debtors

5. Bank/ Security

5.1 Bank claim(s) :

On bankruptcy date various financing had been extended to Imtech. Royal Imtech is jointly and severally liable for those. These financings are primarily based on the MTS of 17 June 2014. In this context, the following financiers were involved as lenders (“**RCF Lenders**”):

- a. Rabobank
- b. ING Bank N.V.
- c. ABN AMRO Bank N.V.
- d. Commerzbank
- e. KBC Bank N.V.
- f. Nordea Bank AB
- g. The Royal Bank of Scotland plc
- h. BNP Paribas Fortis S.A./N.V.
- i. Bayerische Landesbank
- j. Barclays Bank PLC
- k. NIBC Bank N.V.
- l. Field Point Acquisitions/SVP
- m. Monarch

According to the statement, on the date of the bankruptcy the debt to the RCF Lenders amounted to approximately EUR 340 million. On the date of the bankruptcy, an amount of approximately EUR 350 million was still due to various 'Noteholders'. In addition, on the date of bankruptcy, the Imtech group had an outstanding bank guarantee in the amount of approximately EUR 540 million.



Furthermore, various bilateral financing has been provided to subsidiaries of Royal Imtech. It is unclear whether Royal Imtech is jointly liable for this and if so, to what extent.

The financing will be further investigated during the coming reporting period.

- 5.2 Lease contracts : vehicles
- 5.3 Description security :

According to the documentation provided by Imtech and the Lenders, Royal Imtech and the Imtech Group have the following security:

- 1) In a deed of pledge dated 17 June 2014, Royal Imtech and the Imtech Group granted the Lenders a pledge on the shares in the capital of: Imtech Group, Imtech Capital B.V., Imtech Nederland B.V., Imtech Marine Group B.V., Imtech ICT Group B.V., Imtech T&I Group B.V., Imtech Nordic Group B.V., Imtech UK Group B.V. and Imtech Benelux Group B.V.
- 2) In a deed of pledge dated 17 June 2014, Royal Imtech and the Imtech Group granted the Lenders a pledge on the intercompany receivables within Imtech.
- 3) In a deed of pledge dated 17 June 2014, Royal Imtech granted the Lenders a pledge on the shares in the capital of Imtech UK Limited.
- 4) In a deed of pledge dated 18 June 2014, Royal Imtech granted the Lenders a pledge on the shares in the capital of Imtech Holding GmbH.
- 5) In a deed of pledge dated 18 September 2014, Royal Imtech granted the Lenders a pledge on the shares in the capital of Imtech SSC B.V.
- 6) In a deed of pledge dated 25 September 2014, Royal Imtech and Imtech Nordic AB granted the Lenders a pledge on the shares in the capital of Imtech Nordic AB, Imtech Elteknik AB and Imtech VS-Teknik AB.
- 7) In a deed of pledge dated 1 August 2015, Royal Imtech granted a pledge on the shares in the capital of: Imtech Netherlands B.V, Imtech B.V., Imtech Arbodienst B.V., Imtech International B.V., Imtech I B.V., Imtech II B.V. and Imtech III B.V.
- 8) In a deed of pledge dated 1 August 2015, registered on 4 August 2015, Royal Imtech and the Imtech Group, among others, granted the Lenders a pledge on bank balances, immovable properties, receivables and intellectual property rights.
- 9) In a deed of pledge dated 5 August 2015, Royal Imtech established a right of pledge on the shares in the capital of Imtech Espana MMI SA, Imtech Espana Management I SL, Imtech Espana Management II SL, Imtech Espana Management III SL and Imtech Espana Management IV SL.



In addition to Royal Imtech and the Imtech Group, various group companies also established a right of pledge in favour of Deutsche Bank Luxembourg S.A. (as Security Agent).

The Bankruptcy Trustees investigate the legal validity of the various pledges. Before June 2014, the banks of Imtech did not have security and Imtech in fact had granted virtually only negative pledges.

5.4 Position as a secured creditor :

As stated above under the heading 'Sales process', various pledged divisions were sold by way of exercising the right of pledge on the shares, by way of a deviating manner of sale by the financiers (as well as by pledgees) within the meaning of book 3, section 251, paragraph 2 DCC, whereby the bankruptcy trustees on behalf of the pledgors agreed with those sales.

5.5 Percentage or amount paid to the bankruptcy trustees in their capacity as estate administrators for work done :

For their cooperation to the execution sale of the pledged shares, bankruptcy trustees of Royal Imtech stipulated a percentage or amount paid to the bankruptcy trustees in their capacity as estate administrators for work done of EUR 7 million, as well as a short-term preferential loan of EUR 3 million.

- 5.6 Retention of title : Under investigation
- 5.7 Rights of recovery : Under investigation
- 5.8 Rights of retention : Under investigation
- Activities : Investigation financing and security

6. Restart / continuation

Continuation

- 6.1 Operation/ security : N/A
- 6.2 Financial reporting : N/A
- Activities : N/A

Relaunch

- 6.3 Description : There have been various relaunches by way of sales of shares. See Chapter VI above for an elaborate list.



- 6.4 Recognition : See Chapter VI above for an elaborate list.
- 6.5 Proceeds : See Chapter VI above for an elaborate list.
- 6.6 Percentage or amount paid to the bankruptcy trustees in their capacity as estate administrators for work done : See Chapter VI above for an elaborate list.
- Activities : Making an inventory and selling the remaining company divisions and entities.

7. Lawfulness

- 7.1 Accounting obligation : Under investigation
- 7.2 Filing of financial statements : Under investigation
- 7.3 Unqualified audit opinion : Under investigation
- 7.4 Payment obligation in respect of shares : Under investigation
- 7.5 Mismanagement : Under investigation
- 7.6 Fraudulent conduct in respect of creditors : Under investigation
- Activities : investigation into lawfulness

8. Creditors

- 8.1 Claims against the bankrupt company : under investigation
- 8.2 Preferential claim of the tax authorities: under investigation
- 8.3 Preferential claim of the UWV: under investigation
- 8.4 Other preferential creditors : under investigation
- 8.5 Number of ordinary creditors : under investigation
- 8.6 Amount of ordinary creditors : under investigation
- 8.7 Expected manner of winding up: under investigation
- Activities : making a list of the creditors

9. Other

- 9.1 Period for winding up : unknown
- 9.2 Plan of approach :
- sale of other Imtech entities
 - securing physical and digital data of group
 - investigation into the (financial) accounts
 - carry out an investigation into cash sweeps in nine cash pools by banks
 - investigation into the causes of the bankruptcies
 - investigation into assets
 - investigation into possibly fraudulent and unlawful transactions, withdrawals, group transactions and possible directors' liability and liability of third party legitimacy



- investigation into financing and security
- investigation into frauds in Poland and Germany that are already known and the settlement of insurance matters in that respect
- investigation into the settlement of 433 claim files with insurers
- making a list of creditors
- keeping the non-bankrupt SSC Woerden, the Shared Service Center, operational in which the digital administration of the whole group is facilitated during the demerger of the group
- the winding-up

9.3 Submission subsequent report : the subsequent report will be submitted three months from now

P.J. Peters and J.G. Princen,
bankruptcy trustees