

10.2.e

Van: 10.2.e @kpmg.nl>
Verzonden: maandag 8 juni 2020 16:20
Aan: 10.2.e Pappie, drs. D. (David); 10.2.e
Onderwerp: RE: [EXTERNAL]: RE: Pj Amsterdam Webex EZK / Lazard / Advisors; summary of tax call

10.
2e

Groet,

10.
2e
From: 10.2.e @msn.com]

Sent: maandag 8 juni 2020 16:04
To: Pappie, drs. D. (David) ; 10.2.e
Subject: FW: [EXTERNAL]: RE: Pj Amsterdam Webex EZK / Lazard / Advisors; summary of tax call

Allen,
 Even bij jullie checken...

11.1

In een eerdere fase heeft Lazard verschillende scenario's geschetst voor het geval dat er geen (consensual) deal komt. We hebben die scenario's qua juridische mogelijkheden (via creditor agreement/ pre-pack/nieuwe wet) en (gevolgen voor het) proces niet verder uitgewerkt. 11.1

Kunnen jullie je hierin vinden?

Met vriendelijke groet,
 10.2.e

Van: 10.2.e @houthoff.com>

Verzonden: vrijdag 5 juni 2020 19:24

Aan: 10.2.e @minezk.nl; 10.2.e @minezk.nl; 10.2.e @minezk.nl; 10.2.e @minfin.nl;
 10.2.e @gmail.com; 10.2.e @msn.com; 10.2.e @kpmg.nl; 10.2.e
 @minfin.nl>; 10.2.e @minezk.nl; 10.2.e @minezk.nl
CC: 10.2.e @houthoff.com>; 10.2.e @houthoff.com>; 10.2.e
 @houthoff.com>; 10.2.e @houthoff.com>; 10.2.e
 @lazard.com>; 10.2.e @lazard.com>; 10.2.e
 @lazard.com>

Onderwerp: RE: [EXTERNAL]: RE: Pj Amsterdam Webex EZK / Lazard / Advisors; summary of tax call
 All,

We just had a call with the 10.1.c; 10.2.g and 10.1.c; 10.2.g (both advisors to Ramphastos) as arranged by Lazard to discuss the tax comments in the 'Ramphastos Investments - Partnership Proposal' dated 30 May 2020. Please find below a summary of the items discussed / key takeaways and confirmations by (in particular) 10.1.c; 10.2.g

- 11.1
[Redacted]
- 10.1.c; 10.2.g
[Redacted]
- 10.1.c; 10.2.g
[Redacted]
- 10.1.c; 10.2.g
[Redacted] 11.1
[Redacted]
- 11.1
[Redacted]
- 10.1.c; 10.2.g
[Redacted]

- 11.1 [redacted]
- 10.1.c; 10.2.g just shared the updated deck of the Dutch tax consequences of the contemplated restructuring options. 11.1 [redacted]

Please let us know if you have any questions or would like to discuss in more detail at any time.

Best regards,

10.2.e

HOUTHOFF

10.2.e

Tax Lawyer | Partner

10.2.e

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From: 10.2.e

Sent: woensdag 20 mei 2020 14:25

To: 10.2.e

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Subject: RE: [EXTERNAL]: RE: Pj Amsterdam Webex EZK / Lazard / Advisors; preliminary Dutch tax input

All,

We reviewed the Project Arise (i.e., Project Amsterdam) tax discussion paper as prepared by 10.1.c; 10.2.g dated 19 May 2020 (the Paper). The Paper identifies two main tax concerns;

10.1.c; 10.2.g [redacted]

Please consider our comments preliminary, and subject to further diligence and review. We also understand that a request for a tax call with 10.1.c; 10.2.g during which we could request further detail, is outstanding. However, given the urgency we already want to share our preliminary thoughts (purely based on the contents of the Paper):

- 11.1 [redacted]

ad 1)

- 11.1 [redacted]

11.1

• 10.1.c; 10.2.g

11.1

• 11.1

Ad 2)

• 11.1

• 10.1.c; 10.2.g

11.1

General

• 11.1

We hope this is helpful but please let us know if you would like to discuss in more detail.

Best regards,

10.2.e

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Subject: RE: [EXTERNAL]: RE: Pj Amsterdam Webex EZK / Lazard / Advisors

That is correct – I have asked for it.

10.2.e [redacted]

LAZARD

10.2.e [redacted]

From: 10.2.e [redacted] <[redacted]@houthoff.com>
Sent: 20 May 2020 10:52
To: 10.2.e [redacted] <[redacted]@lazard.com>; 10.2.e [redacted] <[redacted]@lazard.com>; 10.2.e [redacted] <[redacted]@lazard.com>; 10.2.e [redacted] <[redacted]@minezk.nl>; 10.2.e [redacted] <[redacted]@minezk.nl>; 10.2.e [redacted] <[redacted]@minfin.nl>; 10.2.e [redacted] <[redacted]@gmail.com>; 10.2.e [redacted] <[redacted]@msn.com>; 10.2.e [redacted] <[redacted]@kpmg.nl>; 10.2.e [redacted] <[redacted]@minfin.nl>; 10.2.e [redacted] <[redacted]@minezk.nl>; 10.2.e [redacted] <[redacted]@minezk.nl>; 10.2.e [redacted] <[redacted]@houthoff.com>; 10.2.e [redacted] <[redacted]@houthoff.com>; 10.2.e [redacted] <[redacted]@houthoff.com>
Cc: 10.2.e [redacted] <[redacted]@houthoff.com>
Subject: [EXTERNAL]: RE: Pj Amsterdam Webex EZK / Lazard / Advisors

10.2

I am correct that we do not have a copy of the 10.1.c; 10.2.g memo that 10.1.c; 10.2.g refers to in its memorandum; correct?

Best,

10.2.e [redacted]

HOUTHOFF

10.2.e [redacted]

Advocaat | Partner

10.2.e [redacted]

[\[redacted\]@houthoff.com](mailto:[redacted]@houthoff.com)

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From: 10.2.e [redacted] <[redacted]@lazard.com>
Sent: dinsdag 19 mei 2020 22:40
To: 10.2.e [redacted] <[redacted]@lazard.com>; 10.2.e [redacted] <[redacted]@lazard.com>; 10.2.e [redacted] <[redacted]@minezk.nl>; 10.2.e [redacted] <[redacted]@minezk.nl>; 10.2.e [redacted] <[redacted]@minezk.nl>; 10.2.e [redacted] <[redacted]@minfin.nl>; 10.2.e [redacted] <[redacted]@gmail.com>; 10.2.e [redacted] <[redacted]@msn.com>; 10.2.e [redacted] <[redacted]@kpmg.nl>; 10.2.e [redacted] <[redacted]@minfin.nl>; 10.2.e [redacted] <[redacted]@minezk.nl>; 10.2.e [redacted] <[redacted]@minezk.nl>; 10.2.e [redacted] <[redacted]@houthoff.com>; 10.2.e [redacted] <[redacted]@houthoff.com>; 10.2.e [redacted] <[redacted]@houthoff.com>; 10.2.e [redacted] <[redacted]@houthoff.com>
Subject: RE: Pj Amsterdam Webex EZK / Lazard / Advisors

Dear all,

As you know, we followed up with Amsterdam this morning regarding the tax issue.

This evening we spoke to GS and in parallel received the attached document from the Company.

From the conversation with GS:

- Discussion on tax is an ongoing theme, but not the biggest one on their agenda at the moment
- 10.1.c; 10.2.g [redacted]

- 10.1.c; 10.2.g
- We explained to them that it is relevant for us from the perspective of understanding (i) what it will take to get a deal done and (ii) requirement to have a sustainable balance sheet – they understand that
- 10.1.c; 10.2.g

11.1

Happy to discuss first thing tomorrow how we would want to go about that.
Finally, we are attaching a slight update this mornings deck with the following changes:

11.1

Regards,
10.2.e
LAZARD
10.2.e

From: 10.2.e @lazard.com>
Sent: 19 May 2020 00:47
To: 10.2.e @lazard.com>; 10.2.e @minezk.nl; 10.2.e @minezk.nl;
10.2.e @minezk.nl; 10.2.e @minfin.nl; 10.2.e @gmail.com; 10.2.e @msn.com;
10.2.e @kpmg.nl; 10.2.e @minfin.nl>; 10.2.e @minezk.nl;
10.2.e @minezk.nl; 10.2.e @houthoff.com; 10.2.e @houthoff.com>; 10.2.e @houthoff.com>; 10.2.e @houthoff.com>

Subject: RE: Pj Amsterdam Webex EZK / Lazard / Advisors

Dear all,
Following this morning's call, and subsequent conversations with many of you, we've updated the presentation to reflect the different inputs and discussions.
Please find attached the latest version for discussion on tomorrow's call at 8.30 NL time.

Kind regards,
10.2.e

LAZARD
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1096 BC Amsterdam
10.2.e

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-----Original Appointment-----

From: 10.2.e
Sent: 18 May 2020 22:08
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10.2.e @minfin.nl; 10.2.e @gmail.com; 10.2.e @msn.com; 10.2.e @kpmg.nl; 10.2.e @minezk.nl; 10.2.e @minezk.nl; 10.2.e @houthoff.com; 10.2.e
Cc: 10.2.e
Subject: Pj Amsterdam Webex EZK / Lazard / Advisors

When: 19 May 2020 08:30-09:30 (UTC+01:00) Amsterdam, Berlin, Bern, Rome, Stockholm, Vienna.

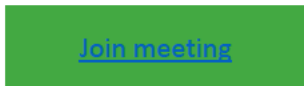
Where: Webex details below

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