

**Banco Privado Portugues (Cayman) Ltd. (In Official Liquidation)**  
**(“the Company” or “BPP Cayman”)**

**PRIVILEGED AND CONFIDENTIAL**

**MINUTES OF THE 26<sup>TH</sup> JANUARY 2023 ANNUAL GENERAL MEETING**

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**PRESENT**

<b>PwC:</b>	<b>Representing:</b>
Simon Conway (“SC”)	PwC Cayman and the JOLs
Ruth Simpson (“RS”)	PwC Cayman and the JOLs
Iain McCallum	PwC Cayman and the JOLs
Jorge Bastos Leitao	Counsel to the JOLs
<b>Various Creditors</b>	12 creditors in total

The meeting was convened via teleconference at 10:03am (Cayman Time), 3:03pm (Portuguese Time).

Mr. Simon Conway took the Chair of the meeting (the “**Chairman**”).

**QUORUM**

The Chairman acknowledged that all expected attendees were present on the line, and the meeting was quorate.

**Introduction**

The Chairman welcomed everyone to the meeting and thanked them for their attendance.

The Chairman advised that the main purpose of the call was to provide an update on the status of the liquidation over the previous 12 months, referencing the Joint Official Liquidators’ (“JOLs”) Twenty Fifth Report covering the last six-month period from 1 March 2022 to 31 August 2022. After which the meeting would be opened up for questions from the attendees.

**1. Asset Realisations**

- 1.1 SC advised that the focus of the liquidation of the last 12 months has been centered on the collection of outstanding debts owed to the Company.
- 1.2 Enforcement proceedings are ongoing against numerous smaller debtors in Portugal with debts outstanding of c.€ 7m. Recoveries from these proceedings are expected to be realised in the next 1-2 years for the estate.
- 1.3 Over the course of the past 12 months the JOLs have recovered a further c. € 1.3m for the estate from debt repayments.

**2. Strategy for forthcoming 12 months**

- 2.1 The JOLs intend to continue to enforce against and negotiate settlements with outstanding debtors.

- 2.2 In addition to the debt recoveries, the Chairman noted that a significant focus will be the ongoing investigation into a set of substantial claims in the liquidation estate. Currently, c. €6.8m has been provisioned from the first and second interim distributions in relation to these claims.
- 2.3 The liquidators have been in communication with the respective parties for these claims with the intention to resolve this matter via mutual settlement or, failing that, litigation.
- 2.4 Given both the legal and commercial sensitivities involved in this matter, the chairman noted that further detail cannot be provided to the wider creditor base at this time.

### **3. Distributions**

- 3.1 The Chairman noted that at the point of the liquidation when the settlement with the Portuguese State was concluded, the JOLs anticipated returning c.20% to creditors and they are currently on track to achieve this over the course of the liquidation.
- 3.2 The JOLs have been working through the declared distributions for the past two years, starting with the first interim distribution which was declared for 12.67% of claims in 2018 and more recently with the Second Interim Distribution which was declared for 3.11% of claims in May 2020.
- 3.3 A further third interim distribution is expected to be declared later in 2023. However, the quantum will be predicated on the outcome of the aforementioned investigation into related party claims. If the claims are settled in the coming months a more significant distribution will be declared, however in the absence of a resolution to these claims in the short term, a smaller interim distribution will be declared in the interim.
- 3.4 Currently c. EUR 6m is held by the Company that is due to creditors from the first and second interim distribution who are yet to submit the required due diligence information.
- 3.5 Previous creditor queries on this matter have questioned whether these funds can be redistributed to the wider creditor base at the close of the liquidation, or if they must be distributed to the Cayman Islands Government via bona vacantia rules. The JOLs have consulted with legal counsel on this question and anticipate making an application to the Cayman court for clarity on the appropriate treatment of these monies.
- 3.6 The Chairman noted that, if anyone is/represents a creditor that is yet to receive a first or second distribution, the JOLs encourage them to reach out via the BPP mailbox ([ky\\_bppcayman@pwc.com](mailto:ky_bppcayman@pwc.com)) so that they can be assisted with the preparation of the required documentation. The current AML regime in the Cayman Islands means that the JOLs will require updated documentation from each creditor before instructing payment.

### **4. JOLs' 25<sup>th</sup> Report**

- 4.1 The Chairman noted that the most recent report issued by the JOLs, the twenty-fifth report, covers the period to August 31 2022. In order to minimize running costs for the estate, reports are only produced twice a year with the next report being made available in March 2023.
- 4.2 The Chairman drew the creditors to the current fee position, which was detailed in the last report, which was made available on the Company's website

prior to the meeting. In summary, for the 6-month period detailed, the fees accrued were USD \$246k. It was acknowledged that this amount was a reduction on previous run rates.

- 4.3 These fees are brought to the attention of the liquidation committee for review and ultimately reviewed and approved by the Grand Court of the Cayman Islands, this process occurs every six months in order to receive approval for fees.
- 4.4 As of January 2023, the liquidation estate holds c. € 23m and c. US\$1.5m in cash, a large proportion of which was noted earlier is due to be paid out to creditors yet to provide their AML information.

5.

At this point the Chairman opened the meeting up for questions from attendees.

### **Questions and Answers**

**Question:** An attendee sought clarification with regard to the prior mentioned c. €35m claim in the BPP Cayman estate that was being negotiated. In particular, what was the nature of the claim in the liquidation estate. Additionally with respect to the question of unclaimed dividends, it was queried why these amounts cannot automatically be redistributed back to the active creditor base given that other creditors have had adequate time to contact the JOLs to receive dividends.

**Answer:** The Chairman clarified that the group of entities referred to had deposit claims in the liquidation estate that were being investigated. It was further reiterated that due to the sensitive nature of these matters, further details could not be provided at the time. Furthermore, the JOLs the perspective of the creditor group on the matter of unclaimed dividends and, given the answer to this question is a matter of Cayman Islands law, anticipate that an application to the Cayman Islands court will be required to determine the appropriate treatment.

**Question:** It was questioned whether the recent passing of the former BPP SA founder João Rendeiro in May 2022 had affected the progression of the liquidation of BPP Cayman

**Answer:** The Chairman answered that ultimately the passing of João Rendeiro did not affect the progression of the liquidation. The Chairman noted that the legal decisions made in actions successfully brought against him are helpful for the JOLs in demonstrating that the actions of management prior to the liquidation misrepresented the financial position of the Company.

**Question:** The Chairman earlier mentioned that a third interim distribution will be declared later in the year, with its quantum dependent on the resolution of certain claims in March, at which point creditors will receive an update on the quantum of the upcoming distribution.

**Answer:** The Chairman answered that an update will be provided to creditors confirming the status of the third interim distribution in April 2023.

### **Closing of meeting**

There being no further questions, the Chairman thanked the attendees for their time.

There being no further matters to discuss, the Chairman declared the meeting closed at 10:32am (Cayman time), 4:32pm (Portuguese time).