

Curriculum vitae

Gert-Jan Wunderink, a business economist and certified public accountant, has well over 30 years of hands-on experience in the consumer credit business, in corporate finance, M&A's and post-merger transitions, financial restructurings, divestitures and leveraged buy-outs. Initially, he worked for large corporates like Arthur Andersen & Co and KPN.

In 2005 Gert-Jan created his own independent boutique: Wunder-inc, "finance in action". Since then he has worked on complex and positively challenging assignments for a number of highly reputable companies.

While working as the managing director, ad interim (5 years, 2010-2015), for Lacent B.V. and as the Consumer Credit Director for Vodafone in the Netherlands (2 years, 2015-2017), he has become a recognized senior (online) consumer credit specialist with both executive and board management experience.

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Founder and principal at Wunder-inc, finance in action

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Date & place of birth: June 2, 1959, Den Helder, The Netherlands

Civil status: Married with Ingrid and three children: Josianne ('00), Hidde ('03), Joris ('04)

Company name: Wunder.inc, finance in action

Webpage: www.wunder-inc.com

Education

1971 - 1977 Chr. Scholengemeenschap Buitenveldert, Amsterdam, Atheneum-B.

1977 - 1980 Vrije Universiteit, Amsterdam, "Kandidaats examen Economie", Bachelors degree

1980 - 1984 Vrije Universiteit, Amsterdam, "Doctoraal examen Economie", Masters degree.
Specialized in administrative organization, management information, finance and Dutch tax law.

1984 - 1990 Postgraduate study for Certified Public Accountant, with a final exam paper on
The Administrative Organization of a Clearing Member on the European Option Exchange in Amsterdam.

2006 - 2007 NCD + Nyenrode Business Universiteit, Corporate Governance for Supervisory Board Members and Non-executive Directors.

2012-2014 Wft Basis module and Wft Consumptief Krediet

Relevant Work Experience

Oct. 2005 – Now

Independent Corporate Finance Process and Project management

September 2015 - September 2017

Consumer Credit Director at Vodafone The Netherlands.

In 2014, the Dutch telecom industry was confronted with a High Court Ruling stating that mobile telephone subscriptions which include new handsets should in principle be considered and processed as consumer credit. As a logical consequence the telecom providers should comply with AFM and Wft regulations.

My long experience with consumer credit was the reason to take me on board to prepare the organization for becoming compliant with all relevant administrative (Wft) and civil laws and regulations (BW).

In parallel we started a lobbying process resulting in a motion which was accepted by a large majority in the Dutch Parliament. This motion stated that the telecom providers and Minister Dijsselbloem (Ministry of Finance) should design an industry-wide accepted Code of Conduct for the Telecom Industry. Thereby the Dutch Telecom Industry would have been exempted from Wft regulations and AFM supervision. This effort ultimately did not work out.

Under my supervision, we then finalized the regular credit provider license application for Vodafone Financial Services. Approved by AFM and on a temporary basis, I was one of the directors. In parallel, within Vodafone Netherlands I coordinated the implementation process to become fully compliant with the Wft regulations.

During my engagement I was a leading member of the M&A team responsible for the divestiture of Vodafone Thuis. This transaction was a precondition for the European Commission to receive the green light for the merger of Vodafone Netherlands and Ziggo and become VodafoneZiggo, as of January 1, 2017.

June 2006 till April 2015,

Financial lead in numerous strategic/business development projects for RFS Holland Holding (RFS).

RFS is a private equity owned holding company for, amongst others, wehkamp.nl, the largest independent on-line retailer in The Netherlands, and Lacent B.V. This is the RFS' consumer financing company (I was their Managing Director ad-interim from 2009-2015).

- Initially I worked as a delegate of IK Investment Partners (now IK Partners), which held a majority stake in RFS. In that specific capacity I assisted the board of wehkamp.nl in splitting-up the company in separate legal entities and negotiated and organized a securitization program for their debtors' portfolio, replacing the original acquisition Bridge Finance. The facility was signed and closed in December 2006. Initially, this credit facility had a maximum of € 310 million.
- During 2007, I worked with them on several smaller projects, and remained involved on an on-call remotely basis.
- In 2008, I was responsible for accomplishing an extension of the securitization facility to € 450 million, which was realized in June 2008.
- Thereafter, I assisted then-ceo Ad Scheepbouwer and the management board of RFS with accomplishing the funding for their leveraged buy-out of their newly acquired part of IK's business. This transaction closed on December 11, 2008, in the midst of the worldwide financial and banking crises.
- In 2009, I was asked to give my expert support on several projects for Lacent B.V., the consumer financing company within RFS, and I was subsequently invited to become their Managing Director, ad interim. I held this position from February 2010 until April 2015. As Lacent's managing director, I was approved by the AFM as policy maker for the Credit License of the company. Lacent was the single largest profit contributor to RFS.
- During that period, I was also the lead negotiator for two acquisitions for RFS: Create2Fit in 2009, known from amongst others plasmadiscounter.nl; and Fonq.nl in 2011.
- As of February 2010, I was chairman of the work group Online Consumer Credit Committee of Thuiswinkel.org, the Dutch Online Branche Organization, ("Nederlandse Thuiswinkel Organisatie", or NTO).
- Following this chairmanship, I was appointed as representative of the NTO in the Board of Affiliates ("Raad van Aangeslotenen van de BKR – the Bureau Krediet Registratie"), which was renamed as the "Strategische Beleidscommissie CKI" in 2013, which advises the Board of BKR on strategic subjects for BKR/CKI ("Centraal Krediet Informatiesysteem") – this is the central credit registration office in the Netherlands.
- After 5 years, as of February 1, 2015, I stepped down as Lacent's managing director and continued to support the RFS Board and its shareholders till the end of March 2015. My main task was to implement the new mid and back office IT platforms for the consumer credit business of Lacent. This is a multi-million project that we worked on for 5 years. Both platforms were successfully implemented on February 14, 2015.

June 2007 - June 2008, on an ad interim basis I accepted the responsibilities as VP Mergers & Acquisitions at Getronics N.V. , reporting to their ad interim CFO, Mr. Maarten Henderson.

Accomplishments:

- Restructured and sold off Getronics' Asian business: Hong Kong and Greater China Region.
- Almost in parallel to the above I was the lead negotiator, together with Mr. Maarten Henderson, in Getronics' corporate transaction, whereby KPN agreed to make a public bid for Getronics N.V. After the signed Merger Protocol on July 29, 2007, I assisted in preparing the official Offer Memorandum, and advised and assisted the Board and Supervisory Board for the presentation to the Extraordinary Shareholders meeting, which took place on 2nd October.
- The transaction was declared unconditionally on October 22, 2007 and all members of the Board resigned.
- The new Board of Getronics and the CFO of KPN (Marcel Smits) requested me to stay on to work on and finalize several transactions, amongst others regarding the Spanish transaction which closed just before Christmas 2007, and the post-merger transition phase between KPN and Getronics.

August 1998 – October 2005

KPN Royal Dutch Telecom N.V., Senior Vice President Divestments, Mergers & Acquisitions and International Participations

- Direct report function to the Management Board of KPN, CEO Ad Scheepbouwer and CFO's Maarten Henderson followed by Marcel Smits.
- In the early years I worked on numerous M&A transactions like the joint venture KPNQwest, the acquisition of 77,5% in E-plus, the third mobile operator in Germany - at that point the single largest transaction in The Netherlands (Euro 10 billion) -, and a strategic alliance with and sale of 15% in KPN Mobile to NTT DoCoMo (Euro 4 billion in cash)
- After 2001 a stronger focus developed on divesting non-core assets like Eircom (and Eircell), KPN Lease, Pannon (Mobile Hungary), Telkomsel (Indonesia), combining its CRM activities with SNT, De Telefoongids Media, and KPN's direct (6.5%) and indirect (13.8%) stake in Cesky Telecom, the sale of Infonet, Intelsat and Eutelsat. My latest transaction for KPN was the company's successful public bid to acquire all outstanding SNT shares, retaining full control (again) over all CRM activities.
- Additionally, I worked on multiple other transactions, of which some reached the press, like KPN's merger with Telefonica, Belgacom and the public bid for O2.
- Early 2003, I was also made responsible for KPN's International Participations, in which all remaining non-core international assets were managed by a dedicated team of senior professionals.

Under my functional (financial) leadership, we managed the following assets: 27% Cesky Telecom (sold in December 2003, through a joint venture of Telsource with Swisscom), 17,93% Infonet (NYSE) sold in February 2005, 49% Euroweb (Nasdaq listed) sold in February 2005, 75% Pantel (Hungary) sold in March 2005), 10% PTC HK (Floated on Hong Kong Stock Exchange in April 2004), 65% Xantic and other satellite assets, sold in 2004/2005.

September 1995 - August 1998

Vision Networks N.V., (formerly KPN Kabel B.V.), Financial Director.

In 1995 Royal PTT Nederland N.V. ("KPN") incorporated KPN Kabel B.V. as a new strategic vehicle for the international expansion of its Dutch Casema cable activities. Since August 1995 KPN acquired five cable companies, of which three operated in the United Kingdom, one in France and one in Poland. Our other cable activities were in the Czech Republic and Germany.

The four person managing board of KPN Kabel included the managing director (Paul 't Hoen), two business development directors and myself.

I had the overall financial responsibility for Vision Networks, which included acquisitions and divestitures, the preparation of business reports to the managing board of KPN and to the supervisory board of Vision Networks, structured finance, contact with banks, tax optimisation, implementation of reporting system, preparation of business plans, coordination external auditors, etc. I was a board member of Vision Networks' French and UK operations, and a member of the Operating committee.

The cable activities were no longer part of KPN's core assets after a decision taken in 1996 by the Dutch Ministers of Economic Affairs and Public Transport pushed KPN to divest their (in)direct stake in Casema up to a maximum of 20% before July 1, 1998 and to install a two-tier company structure as of January 1, 1997.

This move, together with the planned 1998 split up of KPN into 1.) a telecommunications company (KPN Telecom) and 2.) a postal service, distribution and logistics company (TNT Post Group), were the triggering events for KPN to reposition its core activities and to sell all of its cable assets. I was made overall project leader of realizing these planned divestitures on a step-by-step basis. Casema was sold to France Telecom, the UK cable assets (ComTel) to NTL Inc. in June/September 1998 the French assets were sold in 1999, the Polish and Czech assets in 2003.

January 1994 - August 1995**InterPost Group of Companies B.V., Financial Director.**

InterPost Group was a joint venture of PTT Post (75%) and KLM, Royal Dutch Airlines (25%). InterPost's core business was the handling and international distribution of printed matter, such as magazines, catalogues, etc. The company had offices in the USA, Canada, Singapore, Malaysia, Hong Kong, Thailand and The Netherlands.

As the Financial Director I was not only responsible for financial reporting, but also for managing the implementation of a transatlantic linked operations system. Apart from this, I implemented an activity based cost price system used as a basis for sound commercial decision making.

Because of my overall financial responsibility, I frequently worked "on site" with the local management at our offices in the US, Canada and Singapore.

I served as a Board Member of Caxton Services Co. Pte. Ltd. in Singapore. Furthermore, I was also responsible for reporting to the shareholders and the Board of Supervisory Directors of InterPost, on audit, tax, law, customs and treasury issues such as cash planning, foreign exchange hedging, dividend policy etc.

June 1992 - December 1993**PTT Post B.V., Manager Group Control.**

As Manager Group Control I was responsible for:

- implementing a new management accounting system for PTT Post Group;_
- coordinating and analysing the monthly management reports of eight (8) business units and six (6) subsidiaries of PTT Post;_
- reporting the results of the analysis to the Board of PTT Post and the monthly results of PTT Post to the Managing Board of Directors of KPN;_
- managing the process of regular financial forecasts and budget plans, plus supporting the strategic plan;_
- Preparation of the financial accounting and coordination of the external auditors._

January 1990 - January 1992**HCS Networks B.V., Financial Director.**

A subsidiary of HCS Technology N.V. The company sold, supported and implemented computer network systems (LAN/WAN). Together, the General Manager and myself managed the business. We re-engineered the core business from a low-end computer supplier, with low margins, to a turn-key high tech network provider of tailor made solutions.

August 1984 - December 1989**Arthur Andersen & Co., Senior Accountant (Financial Services Core Group)**

1984 – 1986 Assistant Accountant

1986 – 1989 Senior Accountant and member of the "Financial Service Core Group"

1989 Arthur Andersen & Co., St. Charles, Illinois, the Centre for Professional Education (2 months)

1989 Arthur Andersen & Co., Curaçao. Assigned for my financial services expertise for the new office, especially for clients on the Dutch Antilles (St. Maarten, Curaçao) and on the British Virgin Islands (Tortola). (6 weeks)

Languages

Dutch	Native
English	Excellent
German	Reasonable
French	Moderate

Hobbies

(Field) Hockey, golf and downhill skiing