



ENSURING YOUR COMPANY'S LONG-TERM EXISTENCE THROUGH RESTRUCTURING

Diagnosis. Conception. Management-Support.

TMC – THE ESSENCE OF OUR CRISIS MANAGEMENT



WHY TMC?

- We manage and shape the outcome of precarious situations/upheaval in companies/for company owners.
- We make our clients future-proof.
- We are based in Germany and act internationally.
- We are one of the leading restructuring consulting companies on our sector.
- We and our longstanding partners –inhouse, external and cross-disciplinary – embody all specialised knowledge (Technology, IT (emphasis on digitalisation), processes, taxes, legalities, etc.).
- We offer an attractive and career-oriented work environment.
- Our organic growth is based on professional business structures.
- Our company is run by partners and will remain independent.



TMC – OUR PHILOSOPHY



THE CRISIS MANAGER – HANDS-ON, MAKE IT REAL, GET IT DONE

We are your specialised advisers when times are especially challenging. Wherever and whenever upheaval befalls your business, we are the experts to guide you safely through the battlefield. We direct our entire energies toward our clients' turnaround, while making new business outlooks possible. Synergetic, with our minds on the unthought-of options, we triumph over precarious situations using our profound professional aptitude. We don't waste your time sugar-coating problems, we buckle down and take responsibility.

Rising to business recovery challenges, we bring over 20 years of experience with more than 600 clients in a myriad of industrial and service-providing trades. We know precisely how to extract the strengths of varying business cultures, cultivating their potential power. Proficiently and passionately, we support you during this demanding process.

Our professional network comprises more than 300 specialists throughout Germany and internationally.



TMC - OVERVIEW I



WHAT YOU GET

- Solution-oriented crisis analysis
- Strategic vision
- Individually tailored recovery
- Business Recovery Facilitation Law (ESUG) – sections 270a and 270b German Insolvency Statute (InsO)
- Fair, reliable and independent
- Leadership and management proficiency
- Extensive experience
- Nationally and internationally active

FACTS TMC

- Founded in 1997
- 2 locations – Dortmund and Berlin
- 5 partners
- Over 600 clients

M&A TRANSACTIONS

Our Subsidiary CVM offers the realisation of M&A transactions and corporate finance advisory services. For further information please visit the company's homepage at:

www.cvm-gmbh.de

CVM

TMC - OVERVIEW II



OUR NETWORK

We have access to a broad network of contacts and advisors in crucial industries and sectors. This guarantees us an excellent proximity to the market and knowledge of current best practices. As managers, we have a wealth of experience in specialized knowledge. In cooperation with our restructuring-experienced network partners (Technology, production, IT, digitization, process and quality management, taxes, law...) we are able to offer interdisciplinary competences and solutions for all restructuring-related questions, individually tailored for the specific needs of our clients.

PUBLICATIONS



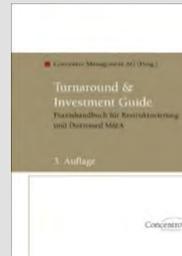
Bankstrategien für Unternehmenssanierungen
2nd edition
Lützenrath, Peppmeier, Schuppener

Successful concepts for the early detection and overcoming of crisis situations.



Praxishandbuch Kostensenkungspläne
Lützenrath, (Co-author), Vater, Reinhard (Ed.)

The book covers all relevant knowledge required by managers and controllers for the design, implementation, tracking and performance measuring of cost reduction plans.



TIG Turnaround & Investment Guide
3rd edition
Peppmeier (Co-Author); Concentro Management AG (Ed.)

The Turnaround & Investment Guide provides an extensive source of guidance and reference for corporate financing in crisis situations.

OUR SERVICES



CONSULTING IN PRECARIOUS SITUATIONS

RESTRUCTURING / RECOVERY

- Consulting and restructuring in precarious situations
- Brief analysis
- Recovery concept
- Guiding and executing recovery measures
- Interim Management (CRO)
- Recapitalisation by asset transfer
- Recapitalisation out of insolvency



FINANCING

- Corporate finance in special and turnaround situations
- Restructuring of liabilities
- Special financing
- Equity and debt funding
- Acquisition financing



MERGERS & ACQUISITIONS

- Corporate transactions in special and transitional situations
- Succession arrangement
- Sales in a corporate crisis
- Asset sale due to insolvency
- Company and asset valuation

RECOVERY CONSULTING



- The aim of the **ANALYSIS** is to identify the strengths and weaknesses of the company in a short period of time. Especially the significant risks of corporate development as well as the greatest Turnaround-potentials and the opportunities for action are evaluated.
- The **TURNAROUND-CONCEPT** provides in combination with a comprehensive analysis of the company as a whole an implementation-oriented catalogue of measures. The realisation of the developed measures leads to a sustainable increase in the company's economic efficiency and competitiveness.
- Only in the case of consequent **IMPLEMENTATION** of the previously and cooperatively developed catalogue of measures, a sustainable improvement of the company's economical situation can be achieved:
 - If required, TMC is able to initiate all required measures during the phase of analysis in cooperation with the management board.
 - The extensive management experience of TMC supports the successful realisation of the whole concept.

RECOVERY CONSULTING I



ANALYSIS

TURNAROUND-CONCEPT

IMPLEMENTATION

Brief diagnosis, plausibility check, SWOT-analysis, short report

- The analysis not only targets a business recognising the initial signs of a crisis, but also the debt-providers involved. Investors often request a plausibility check or a business model validation/trial balance on which they can base their decision to (possibly) provide capital, to extend credit or to examine the conditions of such.
- The analysis identifies essential risks to the company's development as well as external crisis-invoking factors. The primary objective of the analysis is to promptly gain an overview of the company's fiscal condition, providing a basis for eliciting initial potentialities and options for action.
- Drawing on the analysis results and our conversations, we set up a SWOT structure that rates business aspects according to their Strengths, Weaknesses, Opportunities and Threats. Strengths and weaknesses reflect the company's current inhouse condition, while opportunities and threats refer to the essential outer influences.
- The analysis, as partial performance can culminate in a short assesment: Review of turnover, earnings and liquidity planning, Inspection of financial structure and interest payments capacity, Business model check, Quick check of recovery potential/options

RECOVERY CONSULTING II



ANALYSIS

TURNAROUND-CONCEPT

IMPLEMENTATION

IDW S6 recovery assessment, Independent business review (IBR), Continuation concept/ continuation prognoses, Recovery strategies/ development strategies, Integrated business planning

- In the first step we verify the continuation concepts and forecasts and accordingly define goals. These include product and market concepts as well as processes and organisational structures.
- We prepare restructuring and development concepts for the strategic realignment of the company.
- We envision and create integrated business plans.
- TMC delivers restructuring reports in accordance with IDW S6 and
- Independent business reviews (IBR).

RECOVERY CONSULTING III



ANALYSIS

TURNAROUND-KONZEPT

IMPLEMENTATION

Crisis-management and ad-hoc measures / negotiations with investors / other stakeholders, operational restructuring, interim management, restructuring controlling / restructuring reporting, distressed M&A

- We take your crisis management into our responsible hands, especially initiating emergency measures on the spot.
- Negotiations with investors and other stakeholders are part of our responsibility.
- When requested or required, we take on CRO, CEO, CFO or executive responsibilities to build up stakeholder confidence or to protect the management from risk.
- We assume project management for executing rightsizing procedures.
- We support your management during roll out. Leave your recovery controlling and reporting to us.
- We work closely with you and our subsidiary, CVM GmbH, to design, guide and coordinate the entire M&A process within the mutually developed rightsizing concept.

CONSULTING ON THE BRINK OF INSOLVENCY



Insolvency proceedings plan, Pre-Packaged plan, Certification according to § 270 b German Insolvency Code (InsO), Creditors' Protection Proceedings (Schutzschirmverfahren), Self-Administration

Every business crisis has a unique origin, calling for a unique course of action. Recovery management demands customised solutions, interdependent on a how far a crisis has progressed. Analyzing the distressed company, detecting the causes of the crisis as well as developing and successfully implementing a restructuring plan are phased into logical, successive stages. TMC provides support through out the entire restructuring process.

- We review and compile Pre-packaged plans and insolvency proceedings plans, pre and post insolvency. We develop the Pre-packaged plan in cooperation with the creditors, so it can be handed in at court, when the company files for insolvency proceedings.
- We possess the necessary requirements for the provision of the certification in accordance with § 270b InsO.
- We support our clients in the preparation and creation of the required proposals as well as restructuring plans in the case of creditors' protection proceedings or self-administration. Subsequently we accompany our clients through the restructuring process.
- We then guide our clients through the course of the rehabilitation.

INSOLVENCY ADMINISTRATOR SERVICES



- Quick Check of your company's continuation capacity
- Generating and validating the continuation plan
- Assessment to determine insolvency / excessive over-indebtedness according to IDW S11
- Liquidity planning and monitoring during insolvency proceedings
- Controlling and reporting
- Order and release process management

- Drawing up and reviewing insolvency plans
- Designing and reviewing restructuring concepts

- Operational management during insolvency / interim management
- Assets optimisation via professional distressed M&A procedures
- Equity participation and workforce initiatives

OUR REFERENCES



SELECTED PROJECTS



OUR PARTNERS I



KAI PEPPMEIER

Kai Peppmeier has deftly handled a great many CFO or CRO interim positions. He is the man we rely on for interim management, rightsizing consulting, recovery management and insolvency continuation. He also proficiently guides M&A processes. For many years now, Mr. Peppmeier has been active on supervisory and advisory boards in the automobile and service provider sectors. Prior to his TMC partnership, Mr. Peppmeier dedicated many years to a nationally active, German construction company as CFO / CRO and executive manager. Before that, he worked 8 years in corporate finance at the Deutsche Bank AG.



JÖRG SCHUPPENER

Jörg Schuppener is an experienced adviser and manager, with his emphasis on recovery management, strategic business development and interim management. He also expertly guides M&A processes. At TMC, he has already guided more than 200 consultancy clients and 20 M&A clients. In addition to his professional activities, Mr. Schuppener publishes countless trade articles and contributes to seven trade books as publisher, author and co-author. With over 30 years as a professional management advisor, as well as years of experience in credit, group accounts and special financing at a major German bank, Mr. Schuppener is our man of all seasons for precarious situations.



CHRISTIAN LÜTZENRATH

Christian Lützenrath has guided numerous rightsizings and recoveries. He has been an interim turnaround manager for many national and international clients, not to mention his expert skills in management guidance and planning executor in insolvency processes. Supplementing his professional commitment, Mr. Lützenrath publishes trade articles and is publisher, author and co-author for a variety of trade publications.

OUR PARTNERS II



ANDREAS KNAUP

Over the past years, Andreas Knaup has evolved into our most valuable man of action when it comes to crisis management. He has guided, as CRO and interim CEO/CFO, numerous businesses suffering operative or strategic upheaval through the turnaround. In addition, he purposefully guides M&A transactions for businesses trading in regenerative energy, IT, service providers, automotive, health care as well as in food and feed. Prior to joining TMC, he amassed many years of excellent executive experience as board member and CEO/CFO in international corporations (IT services, outsourcing and automotive) in Germany and abroad.



CLAUS KELLER

Claus Keller is our man for management control and company analysis/assessment. During his many years at TMC he has guided countless businesses through rightsizing and recovery. Mr. Keller has also written, co-authored and published numerous trade articles on topics such as Bank strategies for business recoveries, Minimum requirements for recovery concepts (MaS) and Minimum requirements for insolvency settlements (MainsO).

OUR LOCATIONS



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