

The Directors
Fairview International PLC
Eastcastle House
27-28 Eastcastle Street
London
W1W 8DH

Reference: BB/32011

4 October 2024

Optiva Securities Ltd
7 Harp Lane
London
EC3R 6DP

Dear Sirs

Introduction

We report on the historical financial information of Fairview International PLC (“FIP”) for the period from incorporation to 13 June 2024 (the “financial information”) as set out in Part X (Section A).

This information has been prepared for inclusion in the Prospectus dated 4 October 2024 prepared in connection with the Proposed Transaction and on the basis of the accounting policies set out in the notes. This report is required by item 18.3.1 of Annex 1 of the UK version of Commission Delegated Regulation (EU) 2019/980 and is given for the purpose of complying with that requirement and for no other purpose.

Responsibilities

The directors are responsible for preparing the financial information in accordance with UK adopted International Financial Reporting Standards (“IFRS”).

It is our responsibility to form an opinion as to whether the financial information gives a true and fair view, for the purpose of the Prospectus, and to report our opinion to you.

Save for any responsibility arising under Prospectus Regulation Rule 5.32R(2)f to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with item 1.3 of Annex 1 to the UK version of Commission Delegated Regulation (EU) 2019/980, consenting to its inclusion in the Prospectus.

Offices: London and Godalming

Principals - Chartered Accountants: Gurvir Cheema, Lauren Gilman, Tim Hardy, Stewart Jell, Steve Joberns, Joe Kinton, Shane Moloney, Hannah Van Ross, Rob Wood.
Other Principals: Steve Foster (Managing), Ben Bidnell, Terry Bourne, Peter Conneely, Nancy Cruickshanks, Steve Harlon, Dean Hardy, David Hartles, Mike Luckett, Mark Richardson.

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Basis of opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgements made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate and consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion

In our opinion, the financial information on FIP, for the purpose of the Prospectus, a true and fair view of the state of affairs of FIP at 13 June 2024, and of its results, cash flows and changes in equity for the period from incorporation to 13 June 2024 in accordance with UK adopted International Financial Reporting Standards.

Declaration

For the purposes of Prospectus Regulation Rule 5.3.2R(2)(f) we are responsible for this report as part of the Document and declare that, to the best of our knowledge, the information contained in this report is in accordance with the facts and that the report makes no omission likely to affect its import. This declaration is included in the Document in compliance with item 1.2 of Annex 1 of the UK version of Commission Delegated Regulation (EU) 2019/980.

Yours faithfully



Shipleys LLP
Chartered Accountants