



## Quest for Growth

Addendum to the conversion memorandum

February 2023

## Introduction

On 24 January 2023, Eight Advisory Belgium N.V (“we” or “Eight Advisory”) published a conversion memorandum (the “Conversion Memorandum”) that aims at providing an equitable exchange ratio for Quest for Growth preferred shares’ conversion.

In connection with the determination of the conversion ratio, this addendum (the “Addendum”) will be published together with the conversion memorandum and cannot be read separately from the Conversion Memorandum.

The Addendum aims at providing further information with respect to section “3. Business Plan” of the Conversion Memorandum.

## Complementary analysis

In determining our conversion ratio we have, *inter alia*, used as basis:

- Business plan (the “Business Plan”) based on discussions and validated by the management of Quest for Growth (the “Management”);
- Financial and other information from various public, financial, and industry sources, including various broker notes (source: Kepler Cheuvreux, KBC, Degroof Petercam);
- Bloomberg and Capital IQ analysts’ consensus;
- Various external studies on private equity; and

Please note that the above list of documents is non-exhaustive.

In addition, we have:

- Obtained some verbal clarifications from the Management in relation to the expected private asset return objectives;
- Compared the financial performance of Quest for Growth and the development of the value of its shares with publicly available information concerning other companies we deemed relevant and reviewed the current and historical market price development of these companies’ shares;
- Held discussions with Management of Quest for Growth regarding their assessment of past and current business performance, financial condition, future development and certain other circumstances of Quest for Growth;
- Used analysts’ consensus as a benchmark for FY23-24 listed equity returns;
- Used long-term mid-cap yearly growth rate as a benchmark for listed equity returns as of FY25 onwards (source: MSCI Europe mid-cap);
- Compared the valuation outcome with the publicly available Net Asset Value of Quest for Growth;
- Performed discounted cash flow valuations, based on financial forecasts derived from the sources of data described above; and
- Performed other studies and analyses we deemed appropriate in this context.

## Forecasted yearly return

Yearly growth rate (%)	FY23B	FY24F	FY25F	FY26F	FY27F	FY28F	FY29F	FY30F	FY31F
Quoted Equities	25.7%	26.1%	6.1%	6.1%	6.1%	6.1%	6.1%	6.1%	6.1%
Venture & Growth Capital / Funds	11.8%	11.0%	10.4%	10.2%	9.8%	9.9%	10.0%	10.3%	10.3%
<b>Portfolio Growth</b>	<b>20.2%</b>	<b>19.8%</b>	<b>7.9%</b>	<b>8.0%</b>	<b>7.9%</b>	<b>8.0%</b>	<b>8.2%</b>	<b>8.4%</b>	<b>8.5%</b>

Source: Eight Advisory analysis, based on Bloomberg data as of 31 December 2022

All information and views given herein are based on economic, monetary, market, regulatory and other conditions as in effect on, and the information and documents available to us as of, the date hereof.

We have assumed that all of the respective information, including projected and estimated financial and other data, that were available to us, have been prepared reasonably on a basis reflecting the best currently publicly available information, estimates and good faith judgements of the respective source concerning the expected future capital gains.

## Limitations

Please note that the Addendum should be read in conjunction with the Conversion Memorandum which form an integral part of this engagement and in particular the context and remarks set forth in the introduction of the Conversion Memorandum.

The Conversion Memorandum and its Addendum are based on specific financial information covering the period up until 31 December 2022 and does not take into account any events that have occurred since that date.

Please note that we have assumed that the analysts' consensus has been prepared based on best currently available information, estimates and good faith judgements and describe them as accurately as possible. We have relied on the statements and views expressed by the Management on the Business Plan. We have assumed and relied upon the accuracy and completeness of all of the financial, accounting, legal, tax and other information, reports and documents reviewed or used by us, and we do not assume any liability for these. This applies regardless of whether the information and documents were publicly available, have been provided to us by the Management, or were otherwise made available to us.

This addendum does not constitute a statement as to the achievability or reasonableness of any such estimates, judgements, or assumptions.

Brussels, February 24<sup>th</sup>, 2023

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