If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker, a licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in EuroEyes International Eye Clinic Limited (the "**Company**"), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the EuroEyes NL Shares.

EuroEyes

EuroEyes International Eye Clinic Limited
德視佳國際眼科有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1846)

(1) VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF FYEO EUROPE B.V. AND THE SUBSCRIPTION AGREEMENT AND SHAREHOLDERS' AGREEMENT; AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless the context requires otherwise, the capitalised terms used in this cover page shall have the same meanings as defined in the section headed "Definitions" in this circular.

A letter from the Board is set out on pages 10 to 51 of this circular. A notice convening the EGM to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong, Friday, 17 July 2026 at 4:00 p.m., or any adjournment thereof is set forth on pages EGM-1 to EGM-3 of this circular. Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM, i.e. before 4:00 p.m. on Wednesday, 15 July 2026 or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof (as the case may be) if you so wish.

This circular together with the form of proxy are also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.euroeyes.com).

References to time and dates in this circular are to Hong Kong time and dates.

30 June 2026

CONTENTS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

"Acquisition"	the acquisition of Sale Shares by the Purchaser as contemplated under the Sale and Purchase Agreement
"Advisory Fees"	means any amount of fees, costs, and expenses of lawyers, accountants, brokers, finders, financial advisory, financial and tax assistance, data room advisory services, and other advisors to the extent in respect of the transactions contemplated under the Sale and Purchase Agreement, paid or incurred, including by way of on charge by a Vendor or payment on behalf of a Vendor, by any member of the Target Group prior to or as part of Completion of the Acquisition and any advisory fees and costs of the Target Group
"Board"	the board of Directors
"Business Day"	a day which is not a Saturday, a Sunday or a public holiday on which banks are open for normal business (other than for internet banking services only) in Amsterdam, the Netherlands
"CHF"	Confoederatio Helvetica Franc, the lawful currency of Switzerland
"Committed Capital"	Committed Capital Fund I Coöperatie U.A., a cooperative incorporated and existing under the laws of the Netherlands and one of the Vendors
"Company"	EuroEyes International Eye Clinic Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1846), and the purchaser's guarantor

"Completion"	completion of the Acquisition in accordance with the Sale and Purchase Agreement and/or the completion of the Subscription in accordance with the Subscription Agreement, as the case may be
"Completion Date"	the date on which the Completion of the Acquisition take place, before the Long Stop Date
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Consideration"	the aggregate consideration payable by the Purchaser to the Vendors for the Sale Shares under the Sale and Purchase Agreement, being the sum of the Equity Consideration and Locked Box Compensation less the Leakage Amount
"Corresponding Shares"	the EuroEyes NL Shares indirectly (through Manco) corresponding with the depositary receipts issued by STAK to a Participant
"Directors"	directors of the Company
"Dutch Civil Code"	the *Burgerlijk Wetboek* of the Netherlands, as amended from time to time
"Dutch GAAP"	generally accepted accounting principles adopted in the Netherlands
"Dutch Healthcare Authority"	an agency of the Dutch Ministry of Health, Welfare and Sport established by the Healthcare Market Regulation Act 2006
"EBITDA"	earnings before interest, tax, depreciation and amortisation
"EGM"	the extraordinary general meeting of the Company to be convened for the purpose of considering, and if thought fit, approving, among others, the Sale and Purchase Agreement and the Subscription Agreement and the transactions contemplated thereunder

"Enlarged Group"	the Group and the Target Group upon the Completion of the Acquisition
"Equity Consideration"	part of the Consideration in the amount of EUR131,766,173 (equivalent to approximately HK$1,115,242,535)
"EUR" or "euro"	euros, the official currency of the European Union
"EuroEyes Netherlands" or "Purchaser"	EuroEyes Netherlands Holding B.V., a private limited liability company incorporated in the Netherlands on 12 February 2026 and a wholly-owned subsidiary of the Company until the Completion of the Subscription
"EuroEyes NL Share(s)"	ordinary share(s) of EuroEyes Netherlands
"EV/EBITDA Multiple"	Enterprise value to EBITDA multiple
"FYEO WPP"	FYEO WPP B.V., a private limited liability company incorporated and existing under the laws of the Netherlands and one of the Vendors
"Group"	the Company and its subsidiaries
"HKD" or "HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Interim Period"	the period starting from 1 January 2025 and ending at the moment immediately prior to the Completion of the Acquisition
"Issue Price"	the price per Subscription Share, calculated as the Total Reinvestment Amount divided by the Subscription Shares
"Latest Practicable Date"	26 June 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication

"Leakage"	any (i) dividends or distributions declared by way of share redemption, share capital reduction or otherwise and payment in respect of any share capital by the Target Group to any Vendor; (ii) asset, right or other benefit transferred by the Target Group to any Vendor; (iii) waiver, deferral, release, or forgiveness by the Target Group of any obligation, indebtedness, or liability owed by any Vendor to that Target Group; (iv) indebtedness or liability incurred or assumed or discharged by the Target Group to any Vendor; (v) Advisory Fees; (vi) bonus (in cash or kind) paid or payable to any of the Target Group's directors or employees, incurred or reimbursed by, or charged to, any member of the Target Group, specifically as an incentive to pursue or complete the Acquisition, but including any amounts paid as part of the Success Fee; (vii) amounts for any management, advisory or service fees paid or payable at any time by the Target Group to any Vendor as a result or in connection with the Acquisition; (viii) any agreement or undertaking by any member of the Target Group to do any of the items in (i) to (vii) above; and (ix) tax payable by any member of the Target Group with respect to the items in (i) to (vii) above
"Leakage Amount"	an amount equal to the sum of all known Leakage minus the aggregate amount of any capital contributions made by or on behalf of the Vendors to any member of the Target Group, to the extent occurring in the Interim Period and calculated on an after-tax basis in accordance with the Sale and Purchase Agreement
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

"Locked Box Compensation"	a daily ticker amount calculated in accordance with the Sale and Purchase Agreement, multiplied by the number of calendar days lapsed in the period from 1 January 2025 until the Completion Date
"Long Stop Date"	in respect of the Vendors, 1 October 2026 and in respect of Purchaser, 19 December 2026, being ten months from the date of the Sale and Purchase Agreement
"Managers" or "Management Team"	Rens Schoenmakers, Frank Kerkhoff, Niels de Wildt and Leonie Claes, all of whom are management staff members of the Target Group
"Manco" or the "Subscriber"	FYEO Manco B.V., a private limited liability company incorporated under the laws of Netherlands and a wholly-owned subsidiary of STAK
"Mateflo"	Mateflo B.V., a private limited liability company incorporated and existing under the laws of the Netherlands and one of the Vendors
"MIP Term Sheet"	the term sheet dated 20 February 2026 and entered into between the Company and the Managers in respect of the Subscription
"Netherlands"	the Kingdom of Netherlands
"Participants"	the Managers and the Surgeons who will subscribe for the Subscription Shares (through Manco and STAK)
"PRC" or "China"	The People's Republic of China
"Reinvestment"	the reinvestment to be made by the Participants against the issuance of the Subscription Shares (indirectly through STAK and Manco), of which the total reinvestment amount will range from EUR10,650,000 to EUR20,650,000

"Reinvestment Amount Managers"	the total amount of the Reinvestment by the Managers, being EUR10,650,000 to be reinvested by the Managers in the following manner: (a) EUR4,500,000 by Rens Schoenmakers; (b) EUR4,500,000 by Frank Kerkhoff; (c) EUR1,100,000 by Niels de Wildt; and (d) EUR550,000 by Leonie Claes
"Reinvestment Amount Surgeons"	the maximum amount of the Reinvestment of EUR10,000,000 to be reinvested by the Surgeons if the Reinvestment Opportunity is taken by each of them at or before Completion of the Subscription
"Reinvestment Opportunity"	the opportunity to re-invest part of the proceeds from the Acquisition offered to the surgeons employed or engaged by the Target Group to reinvest in EuroEyes Netherlands, each for an amount between EUR50,000 and EUR500,000, which shall be determined or confirmed by the Surgeons prior to the Completion of the Acquisition
"Sale and Purchase Agreement"	the sale and purchase agreement dated 20 February 2026 entered into between the Company (as the purchaser's guarantor), the Purchaser, the Vendors and the Target Company in relation to the Acquisition
"Sale Shares"	Sale Shares A, Sale Shares B, Sale Shares C, Sale Shares D and Sale Shares E, respectively, representing the entire issued share capital of the Target Company
"Sale Shares A"	comprises 2,520 Target Company Ordinary A Shares and 236,400 Target Company Ordinary C Shares held by Committed Capital, representing 58.606% of all the issued shares of all classes of the Target Company
"Sale Shares B"	comprises 720 Target Company Ordinary A Shares and 67,600 Target Company Ordinary C Shares held by STAK Batoan, representing 16.759% of all the issued shares of all classes of the Target Company

"Sale Shares C"	comprises 360 Target Company Ordinary A Shares and 40,000 Target Company Ordinary C Shares held by Mateflo, representing 9.901% of all the issued shares of all classes of the Target Company
"Sale Shares D"	comprises 56,000 Target Company Ordinary C Shares and 4,041 Target Company Ordinary D Shares held by FYEO WPP, representing 14.728% of all the issues shares of all classes of the Target Company
"Sale Shares E"	comprises 28 Target Company Ordinary B Shares held by STAK FYEO, representing 0.006% of all the issues shares of all classes of the Target Company
"Share(s)"	ordinary share(s) of USD0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Shares
"Shareholders' Agreement"	the shareholders' agreement to be entered into between the Company, Manco, STAK and EuroEyes Netherlands on or around the Completion of the Subscription to govern the management of EuroEyes Netherlands
"STAK"	Stichting Administratiekantoor FYEO, a foundation incorporated under the laws of the Netherlands, for the purpose of the Reinvestment by the Participants
"STAK Batoan"	Stichting Administratiekantoor Batoan, a foundation incorporated and existing under the laws of the Netherlands and one of the Vendors
"STAK FYEO"	Stichting Administratiekantoor FYEO WPP, a foundation incorporated and existing under the laws of the Netherlands and one of the Vendors
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscription"	the subscription of the Subscription Shares by Manco

"Subscription Agreement"	the subscription agreement dated 16 June 2026 and entered into between EuroEyes Netherlands (as issuer), Manco (as subscriber) and STAK, pursuant to which EuroEyes Netherlands agreed to issue the Subscription Shares at the Issue Price to Manco
"Subscription Shares"	such number of EuroEyes NL Share(s) to be subscribed by Manco
"Success Fee"	the success fee paid or payable by the Target Group in accordance with the FYEO success fee exit plan dated 5 February 2021
"Surgeon(s)"	any surgeon employed or engaged by the Target Group who will participate in the Subscription
"Target Company"	FYEO Europe B.V., a limited liability company incorporated and existing under the laws of the Netherlands, which is held as to 58.606% by Committed Capital, 16.759% by STAK Batoan, 9.901% by Mateflo, 14.728% by FYEO WPP and 0.006% by STAK FYEO, respectively
"Target Company Ordinary A Shares"	class A ordinary shares of the Target Company
"Target Company Ordinary B Shares"	class B ordinary shares of the Target Company
"Target Company Ordinary C Shares"	class C ordinary shares of the Target Company
"Target Company Ordinary D Shares"	class D ordinary shares of the Target Company
"Target Group"	the Target Company and its subsidiaries
"Total Reinvestment Amount"	the Reinvestment Amount Managers and the Reinvestment Amount Surgeons
"Trust Conditions"	the trust conditions of STAK

"UK" or "United Kingdom"	United Kingdom of Great Britain and Northern Ireland
"USD" or "US$"	US dollar(s), the lawful currency of the United States of America
"Vendor(s)"	collectively Committed Capital, STAK Batoan, Mateflo, FYEO WPP and STAK FYEO
"Works Council"	the works council established at the level of the Target Company
"£" or "GBP"	British Pound Sterling, the lawful currency of the UK
"%"	per cent.

For the purpose of this circular, amounts denominated in EUR have been translated into HK$ at an exchange rate of EUR1.00 = HK$8.4638. No representation is made that any amounts in EUR and HK$ can be or could have been converted at the relevant dates at the above rates or any other rates at all.

EuroEyes International Eye Clinic Limited
德視佳國際眼科有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1846)

Executive Directors:
Dr. Jørn Slot Jørgensen *(Chairman)*
Mr. Jannik Jonas Slot Jørgensen
Prof. Dan Zoltan Reinstein
Mr. Marcus Huascar Bracklo

Independent non-executive Directors:
Mr. Hans Helmuth Hennig
Ms. Katherine Rong Xin
Mr. Philip Duncan Wright

Registered Office Address:
4/F, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

Principal Place of Business in Hong Kong:
3rd Floor, Plaza 2000
2-4 Russell Street
Causeway Bay
Hong Kong S.A.R. of China

30 June 2026

To the Shareholders

Dear Sirs or Madam,

(1) VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF FYEO EUROPE B.V. AND THE SUBSCRIPTION AGREEMENT AND SHAREHOLDERS' AGREEMENT;

AND

(2) NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

References are made to the announcements of the Company dated 26 February 2026 and 16 June 2026 in relation to the Sale and Purchase Agreement and the Subscription Agreement and Shareholders' Agreement.

The purpose of this circular is to provide the Shareholders with, among other things, (i) further information on the Acquisition and the Sale and Purchase Agreement and the transactions contemplated thereunder; (ii) further information on the Subscription and the Subscription Agreement and Shareholders' Agreement and the transactions contemplated thereunder; (iii) financial information of the Group and the Target Group; (iv) unaudited pro forma financial information of the Enlarged Group; (v) the notice of EGM; and (vi) other information as required under the Listing Rules.

1. THE SALE AND PURCHASE AGREEMENT

The Board announces that on 20 February 2026 (after trading hours), the Purchaser, the Company and the Vendors entered into the Sale and Purchase Agreement, pursuant to which the Purchaser has conditionally agreed to purchase, and the Vendors have conditionally agreed to sell and transfer, the Sale Shares, representing the entire issued share capital of the Target Company for an aggregate consideration, calculated as the Equity Consideration plus the Locked Box Compensation less the Leakage Amount:

Date: 20 February 2026 (after trading hours)

Parties:

(1) EuroEyes Netherlands, as purchaser;

(2) the Company, as purchaser's guarantor; and

(3) Committed Capital, STAK Batoan, Mateflo, FYEO WPP and STAK FYEO, as vendors.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Vendors and their respective ultimate beneficial owners are independent of and not connected with the Company and its connected persons (as defined in the Listing Rules).

Equities to be acquired

Pursuant to the Sale and Purchase Agreement, the Purchaser conditionally agreed to purchase, and the Vendors conditionally agreed to sell and transfer the Sale Shares, representing the entire issued share capital of the Target Company in the following manner:

(i) Committed Capital has agreed to sell and the Purchaser has agreed to purchase Sale Shares A. Sale Shares A, being 2,520 Target Company Ordinary A Shares and 236,400 Target Company Ordinary C Shares, representing 58.606% of the total issued shares of all classes of the Target Company as at the date of the Sale and Purchase Agreement and on the Completion of the Acquisition;

(ii) STAK Batoan has agreed to sell and the Purchaser has agreed to purchase Sale Shares B. Sale Shares B, being 720 Target Company Ordinary A Shares and 67,600 Target Company Ordinary C Shares, representing 16.759% of the total issued shares of all classes of the Target Company as at the date of the Sale and Purchase Agreement and on the Completion of the Acquisition;

(iii) Mateflo has agreed to sell and the Purchaser has agreed to purchase Sale Shares C. Sale Shares C, being 360 Target Company Ordinary A Shares and 40,000 Target Company Ordinary C Shares, representing 9.901% of the total issued shares of all classes of the Target Company as at the date of the Sale and Purchase Agreement and on the Completion of the Acquisition;

(iv) FYEO WPP has agreed to sell and the Purchaser has agreed to purchase Sale Shares D. Sale Shares D, being 56,000 Target Company Ordinary C Shares and 4,041 Target Company Ordinary D Shares, representing 14.728% of the total issued shares of all classes of the Target Company as at the date of the Sale and Purchase Agreement and on the Completion of the Acquisition; and

(v) STAK FYEO has agreed to sell and the Purchaser has agreed to purchase Sale Shares E. Sale Shares E, being 28 Target Company Ordinary B Shares, representing 0.006% of the total issued shares of all classes of the Target Company as at the date of the Sale and Purchase Agreement and on the Acquisition.

Sale Shares A, Sale Shares B, Sale Shares C, Sale Shares D and Sale Shares E comprise all the issued shares of and in the Target Company. The Sale Shares are sold and transferred and purchased free from all encumbrances and together with all rights and benefits accruing thereto including the right to dividends or distributions made or declared on or after the Completion of the Acquisition.

Consideration

At the Completion of the Acquisition, the Purchaser shall satisfy the Consideration in cash to the Vendors (in proportion to their respective shareholdings in the Target Company) without any deduction, set-off or suspension. The Consideration shall be calculated in the following manner:

(1) the Equity Consideration in the amount of EUR131,766,173 (equivalent to approximately HK$1,115,242,535);

plus

(2) the Locked Box Compensation;

minus

(3) the Leakage Amount.

The determination of the Locked Box Compensation and the Leakage Amount will be done by the Vendors and the Purchaser with the assistance of professional advisers before the Completion of the Acquisition.

On the assumption that (a) the Completion of the Acquisition is to take place on 15 July 2026; and (b) the Leakage Amount is nil, it is estimated that the maximum Consideration will be approximately EUR145.8 million (equivalent to approximately HK$1,234 million).

On the assumption that the Reinvestment Opportunity is taken up in full by the Surgeons, the maximum Consideration of approximately EUR145.8 million (equivalent to approximately HK$1,234 million) will be funded in the following order:

(1) as to the first EUR73.90 million (equivalent to approximately HK$625 million) by means of bank borrowings (Note);

(2) as to next EUR20.65 million (equivalent to approximately HK$175 million) by means of proceeds from the Subscription;

(3) as to the remaining EUR51.25 million (equivalent to approximately HK$434 million) by means of internal resources of the Group.

Note: The amount of bank borrowings of EUR73.9 million represents the net proceeds after deducting directly attributable financing costs of approximately EUR1.1 million associated with obtaining the bank borrowings, from the total facility amount of EUR75.0 million. The amount of bank borrowings of EUR73.9 million (equivalent to approximately HK$625 million) is different from the borrowing of EUR81.6 million (equivalent to approximately HK$691 million) stated in the announcement of the Company dated 26 February 2026 because at that time the final amount had yet to be agreed upon by the Company and the bank.

The assumption that the Leakage Amount is nil is made solely for the purpose of illustrating the theoretical maximum Consideration payable under the Sale and Purchase Agreement. As disclosed in the sections headed "The Subscription" and Appendix III to this circular, the Directors currently estimate the Leakage Amount to be approximately EUR15.315 million based on the latest available information as at the Latest Practicable Date. The Leakage Amount of approximately EUR15.315 million comprises a dividend declared and paid in April 2026 of approximately EUR6,000,000, a bonus payable to certain employees of the Target Group as a result of the completion of the Acquisition of approximately EUR4,500,000, and advisory fees paid or payable in connection with the Acquisition of approximately EUR4,815,000).

If the Consideration is determined to be less than EUR145.8 million (equivalent to approximately HK$1,234 million), the above funding sequence shall apply, such that the sources of funding will be utilised in the order set out above until the Consideration is fully satisfied. If the Subscription does not take place, the purported funding of EUR20.65 million (equivalent to approximately HK$175 million) by means of proceeds from the Subscription will be substituted by means of internal resources of the Group.

Basis of the Consideration

The Acquisition was negotiated and agreed at an enterprise value of the Target Group of EUR135 million on a debt-free, cash-free basis in August 2025, subject to confirmatory due diligence. The enterprise value of the Target Group of EUR135 million was determined by the parties following arm's length negotiations in the context of a competitive sales process conducted on behalf of the Vendors by Rothschild & Co, an international investment bank. The Equity Consideration of approximately EUR131.8 million was derived from the enterprise value after deducting net debt as of 31 December 2024, which comprised bank borrowings, capital expenditure creditors, shareholder loans, corporate income tax creditors, supplier loan and other debt-like creditors, which were specifically identified and agreed as debt-like items under the Sale and Purchase Agreement and formed part of the contractual enterprise value to equity value bridge. After deducting cash and cash equivalents and the net working capital settlement adjustment, net debt amounted to approximately EUR3.17 million.

For the year ended 31 December 2025, the Target Group recorded unaudited reported EBITDA of approximately EUR13.17 million and unaudited normalized EBITDA of approximately EUR13.72 million. Normalized EBITDA for the year ended 31 December 2025 was derived from reported EBITDA and adjusted for items considered by the Directors to be non-recurring or not reflective of the Target Group's underlying operating performance including (a) temporary costs relating to the engagement of an interim manager during the absence of a senior employee of EUR0.24 million; (b) non-recurring project costs of EUR0.12 million; (c) recruitment commission of approximately EUR0.09 million in relation to a one-time executive search engagement for the recruitment of a new Chief Marketing Officer; (d) management fees payable to Committed Capital of EUR0.05 million, which will cease following the Completion of the Acquisition as Committed Capital will no longer be a shareholder of the Target Group; and (e) other one-off non-operational costs of EUR0.05 million.

Based on reported EBITDA of EUR13.17 million, the agreed enterprise value represents an EV/EBITDA multiple of approximately 10.2x. Based on normalized EBITDA of EUR13.72 million, the implied EV/EBITDA multiple is approximately 9.8x.

In assessing the fairness and reasonableness of the Consideration and the implied enterprise value of the Target Group, the Directors considered, among other factors, (i) the historical and current trading performance of the Target Group; (ii) the competitive sale process through which the Acquisition was negotiated; (iii) EV/EBITDA multiples of selected listed European healthcare service providers and ophthalmology businesses; and (iv) EV/EBITDA multiples observed in recent European ophthalmology and healthcare services transactions.

Listed Comparable Companies

In identifying listed comparables, the Directors reviewed listed European healthcare services, eye-care and ophthalmology companies identified by the Directors for which relevant valuation information was publicly available and which the Directors considered sufficiently comparable to provide meaningful valuation reference points for the Target Group.

The list of listed companies reviewed by the Directors comprised the following and represents all listed company comparables reviewed by the Directors for the purposes described above.

Name of Listed Company	Principal Activities	Stock Code	Stock Exchange	Enterprise Value	EBITDA	EV/EBITDA
				(EUR) 000'	*(EUR) 000'*	
Fresenius SE	Integrated hospital and healthcare services	FRE	Frankfurt Stock Exchange	38,841	4,089	9.5x
Terveystalo Plc	Private primary and specialist healthcare services	TTALO	Nasdaq Helsinki	1,669	246	6.8x
Garofalo Health Care S.p.A.	Hospital and specialist healthcare services	GHC	Borsa Italiana	707	87	8.1x
Clinica Baviera S.A. *(Note 1)*	Refractive surgery and ophthalmology services	CBAV	Bolsa de Madrid	889	93	9.6x

Name of Listed Company	Principal Activities	Stock Code	Stock Exchange	Enterprise Value	EBITDA	EV/EBITDA
				(EUR) 000'	*(EUR) 000'*	
Fielmann AG	Optical retail and ophthalmology services	FIE	Frankfurt Stock Exchange	4,937	617	8.0x
Synsam Group AB	Optical retail and eye care services	SYNSAM	Nasdaq Stockholm	1,217	158	7.7x

Notes:

1. This transaction took place in June 2024, in which Clinica Baviera S.A. acquired Optimax Group.

2. The aforementioned financial information is based on publicly available data as at 17 February 2026.

The Directors noted that their enterprise values ranged from approximately EUR707 million to EUR38,841 million and their EV/EBITDA multiples ranged from approximately 6.8x to 9.6x. The EV/EBITDA multiples of the listed comparable companies were calculated using the valuation method, namely by dividing each company's enterprise value (derived from its market capitalisation and net debt position, as observed in the market) by its EBITDA. These multiples are independently observed market trading multiples and are not derived from, or in any way linked to, the Consideration payable under the Acquisition.

To the best of the Directors' knowledge, Clinica Baviera S.A. is the only publicly listed pure-play ophthalmology services company in Europe. Accordingly, the Directors reviewed it both as a current listed trading comparable and, by reference to its 2017 transaction, as a precedent transaction. In the absence of any other publicly listed pure-play ophthalmology comparables, the Directors also reviewed selected European healthcare services and eye-care operators that share relevant characteristics with the Target Group, including clinic-based operating models, specialist healthcare service offerings, reliance on medical professionals, private-pay revenue streams and similar healthcare services valuation drivers.

The Directors did not consider pharmaceutical companies, biotechnology companies, medical device manufacturers, healthcare technology companies or healthcare distributors because their business models, regulatory environments and valuation drivers differ materially from those of the Target Group.

Precedent Transactions

The Directors also reviewed certain European ophthalmology, eye-care and clinic-based healthcare services transactions for which sufficient publicly available information was available to permit a meaningful EV/EBITDA comparison. The transactions reviewed by the Directors comprised the following, which represent all precedent transactions reviewed by the Directors for the purposes described above.

Target	Acquiror	Date	Principal Activities	Deal Value	EBITDA	EV/EBITDA
				(EUR) 000′	*(EUR) 000′*	
Clinica Baviera S.A. *(Note 1)*	Aier Eye Hospital Group *(Note 2)*	Aug 2017	Ophthalmology and refractive surgery clinics	146.6	14.0	10.5x
Vista Vision S.r.l. *(Note 3)*	Credem Private Equity *(Note 3)*	Dec 2020	Ophthalmology microsurgery and refractive surgery clinics	5.0	0.4	11.2x
Miranza Group *(Note 3)*	Veonet *(Note 3)*	Sep 2022	Refractive and retinal eye clinic network (Southern Europe)	25.0	1.8	14.0x

Note:

1. Clinica Baviera S.A. is listed on Bolsa de Madrid (Stock Code: CBAV).
2. Aier Eye Hospital Group is listed on the Shenzhen Stock Exchange (Stock Code: 300015).
3. These are private companies.
4. The aforementioned financial information is based on publicly available transaction information, including Mergermarket. For Vista Vision S.r.l and Miranza Group transactions, EBITDA figures were derived by dividing the disclosed deal value by the disclosed EV/EBITDA multiple.

Based on the above information, the observed EV/EBITDA multiples ranged from approximately 10.5x to 14.0x, with an average EV/EBITDA multiple of approximately 11.9x.

The Directors consider the precedent transactions spanning 2017 to 2022 to be fair, reasonable, and relevant for several reasons. First, the universe of publicly disclosed European eye-care transactions with available EV/EBITDA data is limited, necessitating a review of all relevant historical data irrespective of the completion year. Second, the European ophthalmology and refractive surgery clinic sector has not experienced structural shifts in core valuation drivers such as patient volumes, revenue models, or clinic-level profitability that would render these historical multiples unrepresentative. Finally, these benchmarks were analyzed alongside, rather than instead of, current listed peer multiples (as at February 2026) and the implied multiple of the Acquisition itself, serving as one part of a broader valuation assessment rather than the sole determinant of fairness.

Basis of EV/EBITDA

The Directors note that the EV/EBITDA multiples of the listed comparable companies and precedent transactions are observed multiples derived from the respective enterprise values and EBITDA of such companies or targets. By contrast, the EV/EBITDA multiples of approximately 9.8x (based on normalised EBITDA) and 10.2x (based on reported EBITDA) for the Acquisition are implied multiples, calculated by reference to the implied enterprise value of the Target Group's EBITDA. Such implied multiples were used solely as an analytical reference in assessing the fairness and reasonableness of the Consideration, and were not a basis for determining the Consideration, which was negotiated through a competitive sale process.

The Directors further note that the EV/EBITDA multiples observed in the precedent transactions are generally higher than those of the listed comparable companies, which is consistent with market practice, as precedent transactions typically involve acquisitions of controlling interests and therefore reflect a control premium, whereas listed comparable company multiples generally reflect minority, freely tradeable interests. In this regard, the Directors consider the precedent transaction multiples to provide a more directly relevant benchmark for assessing the Acquisition, while the listed comparable companies serve as a general market reference. The Directors note that Clinica Baviera S.A., although listed at the relevant time, was acquired as a control transaction and its corresponding multiple of approximately 10.5x therefore remains a relevant precedent.

For the avoidance of doubt, while the implied EV/EBITDA multiple of the Acquisition is above the range of the listed comparable companies (which ranged from approximately 6.8x to 9.6x), the Directors consider this outcome to be fair, reasonable, and not indicative of an excessive valuation. First, a valuation above the listed comparable trading range is the expected market outcome for an acquisition involving a controlling interest rather than a minority stake. Second, when measured against the appropriate benchmark for a controlling acquisition, namely the precedent transactions where the implied multiple of the Acquisition sits below the absolute floor of the observed range (10.5x to 14.0x) and represents a discount of approximately 14% to 18% to the average of those transactions (approximately 11.9x), reflecting a relatively conservative valuation outcome.

Taking into account the competitive sale process which provided an effective independent price discovery mechanism, the Target Group's robust business and growth profile as a strategic platform for European expansion, and the highly defensible relative positioning of the Acquisition multiple below peer control transaction benchmarks, the Directors are firmly of the view that the Consideration is fair and reasonable and in the interests of the Company and its Shareholders as a whole.

Difference Between Listed and Private EV/EBITDA Multiples

The Directors further note that the observed difference between the EV/EBITDA multiples of the listed comparable companies (6.8x to 9.6x) and those of the precedent transactions (10.5x to 14.0x) is consistent with the different nature of the two reference sets. As disclosed above, the listed comparable companies comprise a broader group of healthcare and eye-care operators, including only one pure-play ophthalmology services provider, and their trading multiples reflect minority, freely tradable interests without a control premium. In contrast, the precedent transactions involve the acquisition of controlling stakes in private ophthalmology and clinic-based healthcare operators with business models more closely aligned with the Target Group, and the corresponding transaction multiples therefore reflect a control premium as well as transaction-specific factors such as strategic positioning and competitive dynamics.

In this context, the Directors consider that the precedent transaction multiples provide a more directly relevant benchmark for assessing the Acquisition, while the listed comparable companies serve as a general market reference. The implied EV/EBITDA multiple of the Acquisition of approximately 9.8x to 10.2x, sits above the range of the listed comparable companies but below the range of the precedent transactions. Taking into account the competitive sale process and the Target Group's business profile, the Directors consider the implied multiple to be reasonable.

Director's View

Having considered the competitive sale process through which the Acquisition was negotiated, the Target Group's established market position in the Netherlands, its growth profile, financial performance and strategic attractiveness as a platform for the Enlarged Group, the Directors considered that the Consideration represents a reasonable valuation for the Target Group and is fair and reasonable and in the interests of the Company and its Shareholders as a whole.

The term sheet was concluded on 10 October 2025, and the commercial terms were negotiated by reference to the 31 December 2024 balance sheet position. The Locked Box Compensation dated 1 January 2025 was fixed by reference to the 31 December 2024 balance sheet position. Regulatory and transaction-related processes resulted in signing taking place on 20 February 2026 and the Completion of the Acquisition being expected in mid-July 2026.

Locked Box Compensation accrues from 1 January 2025 to the Completion of the Acquisition at a fixed rate of EUR24,995 per day. The daily ticker was determined by reference to the Target Group's historical cash generation from 1 January 2025 to 31 January 2026 and management forecasts for February and March 2026. The reference period (i.e., 1 January 2025 to 31 March 2026) (the "**Reference Period**") was included at the request of the Vendors during negotiations, reflecting their expectation of stronger trading performance in the first quarter of 2026. Meanwhile, cash profit is the adjusted EBITDA, less capital expenditure, net interest expense and corporate tax expense. Total cash profit over the Reference Period was approximately EUR11.4 million, which divided by 455 days, giving the daily figure of EUR24,995.

The Acquisition represents an opportunity for the Group to expand its geographical footprint into the Netherlands through the acquisition of an established operator in the refractive surgery sector. The Directors consider that the Acquisition will broaden the Group's revenue base and enhance its operational scale. The Directors also believe that the Enlarged Group may benefit from the sharing of clinical expertise, operational know-how and experience in marketing and patient acquisition, subject to local market conditions.

Based on the above, the Directors (including the independent non-executive Directors) are of the view that the Consideration is fair and reasonable and in the best interests of the Company and the Shareholders as a whole.

Conditions precedent under the Sale and Purchase Agreement

The Completion of the Acquisition is solely conditional upon the satisfaction or waiver of the following conditions precedent on or before the Long Stop Date:

(i) to the extent required by the applicable laws before the Completion of the Acquisition, all obligatory notifications, filings and applications with the Dutch Healthcare Authority in connection with the transactions contemplated under the Sale and Purchase Agreement having been made by the Target Company, and the Dutch Healthcare Authority having irrevocably approved the consummation of the transaction in accordance with applicable laws;

(ii) the consultation procedure with the Works Council with respect to the transaction contemplated under the Sale and Purchase Agreement having been complied with in accordance with Sale and Purchase Agreement; and

(iii) the Company having obtained Shareholders' approval in relation to the Sale and Purchase Agreement and the transactions contemplated thereunder, as required by the Listing Rules.

Save for condition precedent (iii) which is not capable of being waived, each of the conditions precedent above may be waived to the extent permitted by any applicable laws and by written agreement between the Vendors and the Purchaser. As at the Latest Practicable Date, conditions precedent (i) and (ii) have been fulfilled.

Completion of the Acquisition

Completion of the Acquisition shall take place at 13:00 Amsterdam time, on the first date that is at least fourteen (14) Business Days after all conditions precedent are satisfied or waived, and is itself a Business Day, unless otherwise agreed by the parties in writing.

Guarantee

The Purchaser's obligations are guaranteed by the Company as the purchaser's guarantor, who unconditionally and irrevocably guarantees and undertakes to perform all obligations of the Purchaser under the Sale and Purchase Agreement.

Irrevocable Undertaking

Dr. Jørn Slot Jørgensen, an executive Director and substantial Shareholder irrevocably undertakes towards the Vendors, that he shall, and procure that his family members (as applicable), (i) vote in favour of resolutions and take actions to secure majority shareholder approval in respect of the Sale and Purchase Agreement and the transactions contemplated thereunder; and (ii) refrain from actions causing loss of such majority vote.

Success Fee

The Target Group adopted the FYEO success fee exit plan the ("**Plan**"), a pre-existing incentive arrangement adopted by the Board of the Target Company on 5 February 2021 to incentivize the surgeons of the Target Group to contribute to increasing the value of the Target Group. The success fee is payable under the terms of the Plan rather than under the Sale and Purchase Agreement. It will be paid directly by the Target Company and subsequently be reimbursed in full by the sellers(s), with the total aggregate payout estimated to be no more than EUR6 million.

The aggregate success fee pool payable to all Participants is calculated as a fixed percentage, namely a maximum of 5%, of excess profit, defined as the sale proceeds from the Acquisition exceeding a threshold level of EUR22.5 million.

This 5% aggregate pool is not allocated to individual Participants as a fixed percentage. Instead, the pool is divided among Participants on a pro-rata basis, calculated by the proportion that each Participant's historical invoiced amounts to the Group bears to the Group's total cost of surgery over the relevant period. Consequently, while the maximum collective pool is capped at 5% of excess profit, each individual Participant's entitlement varies based on their specific level of activity. Furthermore, this aggregate 5% may be reduced below the maximum if any Participant becomes ineligible under the Plan's leaver provisions (such as loss of medical registration, cessation of practice, or breach of non-compete restrictions). In such instances, the relevant share is deducted from the pool rather than reallocated, meaning the ultimate aggregate payout may be less than the 5% maximum.

INFORMATION ON THE PARTIES TO THE SALE AND PURCHASE AGREEMENT

Information about the Company and the Group

The Company has been listed on the Stock Exchange since 15 October 2019. It was established in 1993 and is one of the leading brands in the vision correction industry in Germany, Denmark, Switzerland, the UK and China, that combines German ophthalmology excellence and 25 years of experience with individualised customer-care. The Group provides premium services to a targeted clientele with a mid-to-high income level. The Group is also one of the few eye clinic groups with a wide geographical reach, with operations in Germany, Denmark, Switzerland, the UK and the PRC. The Group's vision correction services can be broadly categorised into: (i) refractive laser surgery (which includes ReLEx SMILE and Femto LASIK); (ii) phakic lens surgery (ICL); (iii) lens exchange surgery (which includes mono focal and trifocal lens exchange surgeries); and (iv) others (which include PRK/LASEK and ICRS implantation).

Information about the Purchaser

EuroEyes Netherlands is a company incorporated in the Netherlands on 12 February 2026 and is a wholly-owned subsidiary of the Company for the purpose of running the business of ophthalmological services in the Netherlands upon the Completion of the Acquisition. EuroEyes Netherlands was incorporated for the purpose of the acquisition of the Target Company, and it will consolidate the financial performance and the financial positions of the Target Group upon the Completion.

Information about the Vendors

Committed Capital is a cooperative incorporated and existing under the laws of the Netherlands and is principally engaged in private equity investment. The identities of the limited partners of Committed Capital are subject to confidentiality obligations under the fund's governing documents. Committed Capital has 55 limited partners which are institutional and professional investors and none of them has control over Committed Capital. Committed Capital has confirmed that no limited partner is a connected person of the Company and none of them holds a controlling interest in Committed Capital. The general partner of Committed Capital is Committed Capital Management B.V., which acts as the managing entity of the fund. The board of Committed Capital Management B.V. comprises Mr. Albert van der Wal and Mr. Wai Ki Chiu. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Committed Capital, its general partner, and its board members are third parties independent of the Company and its connected persons.

STAK Batoan is a foundation incorporated and exiting under the laws of the Netherlands and is principally engaged in holding shares and administering share certificates. The principal ultimate beneficial owners of STAK Batoan are family members of the founder, Paul Holtmann, namely Babette Maria Martina Holtmann, Toine Adrianus Johannes Holtmann and Anouk Eveline Paulette Holtmann.

Mateflo is a private limited liability company incorporated and existing under the laws of the Netherlands and is principally engaged in specialist medical care without hospitalisation. The ultimate beneficial owner of Mateflo is Frank Kerkhoff, one of the Managers, the chief medical officer of the Target Group, and a director of each of FYEO Medical Group B.V. and FYEO B.V., both of which are subsidiaries of the Target Company.

FYEO WPP is a private limited liability company incorporated and existing under the laws of the Netherlands and is principally engaged as a holding company that holds a participation in the Target Company for the benefit of employees and managers working at the Target Company or its group companies. The ultimate beneficial owner of FYEO WPP is Rens Schoenmakers, one of the Managers, the chief executive officer of the Target Group and a director of the Target Company.

STAK FYEO is a foundation incorporated and existing under the laws of the Netherlands and is principally engaged in holding shares and administering share certificates. The ultimate beneficial owner of STAK FYEO is Rens Schoenmakers, one of the Managers, the chief executive officer of the Target Group and a director of the Target Company.

Information about the Target Group

The Target Company is a limited liability company established in the Netherlands. The Target Company is principally engaged in refractive surgery, through laser treatments or lens implant. The Target Group is the market leading private refractive surgery platform in the Netherlands and is principally engaged in offering lens implantation and laser eye surgeries, including Refractive Lens Exchange (RLE), ExtraLenses (IL), ReLex Smile, Intralasik, TransPRK and Lasek surgeries.

To the best of the Director's knowledge, as at the date of this circular, the Vendors collectively hold the entire issued share capital of the Target Company. The Vendors and their respective ultimate beneficial owners are independent of and not connected with the Company and its connected persons (as defined in the Listing Rules).

Set out below are the respective audited consolidated financial information of the Target Group for each of the three years ended 31 December 2025, 2024 and 2023 as extracted from the accountant's report of the historical financial figures of the Target Group as set out in Appendix II of this circular:

	For the year ended 31 December 2025 *(EUR)*	**For the year ended 31 December 2024** *(EUR)*	**For the year ended 31 December 2023** *(EUR)*
Revenue	64,043,354	52,737,588	37,469,887
Profit before income tax	8,372,056	7,340,695	3,069,233
Profit after income tax	6,193,517	5,373,794	2,303,993
Net asset value	17,863,680	11,670,163	6,721,369

The consolidated financial information of the Target Group for the two years ended 31 December 2023 and 2024 as disclosed in the announcement of the Company dated 26 February 2026 differs from the figures disclosed in this circular. These variances are primarily attributable to the transition in accounting standards, as the figures in the announcement of the Company dated 26 February 2026 were prepared in accordance with Dutch GAAP and audited by the Target Group's local statutory auditors, whereas the financial information presented herein has been prepared under International Financial Reporting Standards ("**IFRS**") and audited by the Company's reporting accountants for the purpose of this circular, resulting in certain standard IFRS alignment adjustments and reclassifications.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group is principally engaged in the provision of vision correction services in Germany, Denmark, Switzerland, the United Kingdom of Great Britain and Northern Ireland, PRC, including Hong Kong.

Given the Target Group's strong position in the rapidly growing Dutch market, the Board believes that the Acquisition would be an excellent strategic fit for the Group, as the Company and the Target Group are well aligned as pure-play refractive surgery players with a fully patient centered mindset. The Board considers that, with the Target Group poised to continue its growth trajectory, supported by several favorable growth levers in place, including but not limited to a growing directly addressable end market and technological advancements in refractive surgery, the Acquisition will effectively strengthen the Group's market position, enhance the overall competitiveness, ensure long-term sustainable development and create value for the Company and its Shareholders.

Upon the Completion of the Acquisition, the Target Company will become a wholly-owned subsidiary of the Company and the financial results, and the assets and liabilities of the Target Group will be combined into the financial statements of the Group.

The Directors are of the view that the terms of the Sale and Purchase Agreement are fair and reasonable and the Acquisition is in the interests of the Company and the Shareholders as a whole.

THE MIP TERM SHEET

The Board announces that on 20 February 2026 (after trading hours), the Company and the Managers entered into the MIP Term Sheet for the purposes of agreeing the principal terms of the Subscription Agreement and the Shareholders' Agreement.

2. THE SUBSCRIPTION AGREEMENT

On 16 June 2026, EuroEyes Netherlands (as issuer), Manco (as subscriber) and STAK entered into the Subscription Agreement, pursuant to which EuroEyes Netherlands agreed to issue the Subscription Shares, at the Issue Price to Manco.

Pursuant to the Subscription Agreement, the Managers have agreed to reinvest part of their proceeds from the Acquisition in the share capital of EuroEyes Netherlands. The total fixed amount of the Reinvestment by the Managers, being EUR10,650,000, is to be reinvested by the Managers in the following manner:

(1) EUR4,500,000 by Rens Schoenmakers;

(2) EUR4,500,000 by Frank Kerkhoff;

(3) EUR1,100,000 by Niels de Wildt; and

(4) EUR550,000 by Leonie Claes.

Pursuant to the Subscription Agreement, and following discussions by the Managers, the Surgeons have been offered the opportunity to reinvest part of their proceeds from the Acquisition in the share capital of EuroEyes Netherlands, for an amount between EUR50,000 and EUR500,000 per surgeon. On the assumption that the Reinvestment Opportunity is taken up fully by the Surgeons, the Surgeons will reinvest a maximum amount of EUR10,000,000 in EuroEyes Netherlands.

The following formula shows the calculation of Subscription Shares as a percentage of the total number of EuroEyes NL Shares:

% of EuroEyes NL Shares = Total Reinvestment Amount / Consideration × 100

Upon Completion of the Subscription, Manco will issue its shares to STAK and STAK will issue its depository receipts to each of the Participants.

Completion of the Subscription shall be subject to Completion of the Acquisition and shall take place simultaneously with the Completion of the Acquisition. Upon the Completion of the Acquisition and Completion the Subscription, EuroEyes Netherlands will continue to be a subsidiary of the Company.

Principal terms of the Subscription Agreement are set out below:

Date: 16 June 2026 (after trading hours)

Parties:

(1) EuroEyes Netherlands, as issuer;

(2) STAK; and

(3) Manco, as subscriber.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, save for Rens Schoenmakers, the subscribers and its ultimate beneficial owners are independent of and not connected with the Company and its connected persons (as defined in the Listing Rules).

The Subscription

As at the Latest Practicable Date, EuroEyes Netherlands is wholly owned by the Company. On the assumption that the Completion is to take place on 15 July 2026, it is estimated that the Consideration will be approximately EUR130.5 million such that the total investment made by the Company in EuroEyes Netherlands will be EUR109,850,000 and the Issue Price for the Subscription Shares to be paid by the Participants will be EUR20,650,000 on the assumption that the Reinvestment Opportunity is taken up fully by the Surgeons.

The difference between the maximum Consideration of approximately EUR130.5 million set out in the announcement of the Company dated 16 June 2026 and the approximately EUR145.8 million disclosed in the announcement of the Company dated 26 February 2026 is attributable to the fact that the original figure of

EUR145.8 million was made on the assumption that there would be no Leakage, whereas Leakage has now been deducted in the calculation of the Consideration. The Consideration has therefore been computed by reference to the Equity Consideration, the Locked Box Compensation and the Leakage Amount, particulars of which are set out below: (i) Equity Consideration of EUR131,766,173; (ii) Locked Box Compensation of approximately EUR14,000,000, which is based on the assumption that Completion of the Acquisition will occur on 15 July 2026 and will differ if the date of Completion changes; and (iii) Leakage Amount of approximately EUR15,315,000, which is currently an estimate based on the current position and remains subject to change and might differ at Completion.

Upon Completion of the Subscription, the issued share capital of EuroEyes Netherlands will be owned as to approximately 84.18% by the Company and approximately 15.82% by Manco, assuming the Consideration will be approximately EUR130.5 million and that the Reinvestment Opportunity is fully taken up by the Surgeons alongside the fixed reinvestment by the Managers, such that the Total Reinvestment Amount will be EUR20,650,000. As at the Latest Practicable Date, none of the Surgeons had taken up the Reinvestment Opportunity, and the latest time for the Surgeons to do so is expected to be at or about Completion.

The following table sets out the shareholding structure of EuroEyes Netherlands (i) as at the Latest Practicable Date; and (ii) immediately upon the Completion of the Subscription on the assumption that the Reinvestment Opportunity is taken up fully by the Surgeons:

	As at Latest Practicable Date *Approximate Percentage (%)*	**Immediately upon Completion of the Subscription** *Approximate Percentage (%)*
Company	100.00	84.18
Manco	–	15.82
Total	**100.00**	**100.00**

Note: The percentages assume that the Consideration is approximately EUR130.5 million and that the Reinvestment Opportunity is fully taken up by the Surgeons.

Consideration

The maximum Consideration for the Acquisition remains capped at approximately EUR145.8 million, which was determined on a no Leakage assumption as disclosed in the announcement of the Company dated 26 February 2026. While the current estimated Consideration has been reduced to approximately EUR130.5 million due to the deduction of estimated Leakage, the final Consideration to be paid at Completion shall not in any event exceed this maximum cap of EUR145.8 million.

Assuming the Consideration is equal to the maximum cap of EUR145.8 million and the Reinvestment Opportunity is taken up in full by the Surgeons, it is estimated that the total investment to be made by the Company in EuroEyes Netherlands will be approximately EUR125.15 million, and the aggregate Issue Price for the Subscription Shares to be paid by the Participants will be approximately EUR20.65 million.

The Issue Price payable by Manco for each EuroEyes NL Share shall be determined by the following formula:

Issue Price = Reinvestment Amount/Subscription Shares

The aggregate Issue Price for all Subscription Shares, being the Reinvestment Amount shall be satisfied by cash at Completion of the Subscription. To the extent possible, such payment obligation will be set off against the relevant Participant's entitlement to the proceeds from the Acquisition.

Basis of the determining the Issue Price

The Issue Price was determined based on normal commercial terms after arm's length negotiation between EuroEyes Netherlands and the Managers such that the Issue Price payable by the Participants through Manco and STAK for each EuroEyes NL Share shall be the same as the investment made by the Company for each EuroEyes NL Share for the purpose of acquiring the Sale Shares under the Sale and Purchase Agreement.

Based on the above, the Directors (including the independent non-executive Directors) are of the view that the Issue Price is fair and reasonable and in the best interests of the Company and the Shareholders as a whole.

Conditions precedent under the Subscription Agreement

Completion of the Subscription shall be conditional upon the Completion of the Acquisition having occurred. This condition precedent is mandatory and is not capable of being waived by any party to the Subscription Agreement. Accordingly, as this condition cannot be waived, it must be strictly satisfied for the Completion of the Subscription to occur.

Completion of the Subscription

Subject to fulfilment or waiver (if applicable) of the conditions precedent set out above, Completion of the Subscription shall take place on or around the date of the Completion of the Acquisition.

Use of Proceeds

Although the Subscription will constitute a deemed disposal of the shares of EuroEyes Netherlands by the Company under Rule 14.04(1)(a) of the Listing Rules, the Board considers that it would not cause any gain or loss to the Group because the Subscription forms part of the Acquisition.

The proceeds from the Subscription will be solely used to fund the Acquisition.

3. THE SHAREHOLDERS' AGREEMENT

Upon Completion of the Subscription, the Company, Manco, EuroEyes Netherlands, STAK and the Managers will enter into the Shareholders' Agreement relating to the shares in the capital of EuroEyes Netherlands, the principal terms of which are summarised as follows:

Board of Directors	The board of directors of EuroEyes Netherlands shall consist of executive directors and non-executive directors, whose number shall be determined at a general meeting. At the Completion of the Acquisition, the board of directors of EuroEyes Netherlands shall comprise of two non-executive directors, being Dr. Jørn Slot Jørgensen (the chairperson) and Mr. Marcus Bracklo; and one executive director, being Rens Schoenmakers (the chief executive officer).

Governance of STAK

The management board of STAK will always comprise of the Participants. STAK solely represents the interests of the Participants. STAK shall not amend its articles of association or the Trust Conditions, without the prior written approval of the Company.

As at the Completion of the Acquisition, the management board of STAK shall consist of the following Participants, comprising two Managers (including Rens Schoenmakers) and one Surgeon.

Pre-emptive Rights

In the event of an issue of new EuroEyes NL Shares in the issued share capital of EuroEyes Netherlands,

(a) each shareholder (except Manco) shall have a pre-emptive right, pro rata to the EuroEyes NL Shares held, to subscribe for any such newly issued EuroEyes NL Shares in the issued share capital of EuroEyes Netherlands; and

(b) each Participant shall have a pre-emptive right, pro rata to its Corresponding Shares held by Manco, to instruct Manco (through STAK) to subscribe for any such newly issued EuroEyes NL Shares in the issued share capital of EuroEyes Netherlands.

In the event that a shareholder or Participant does not subscribe for its full pro rata EuroEyes NL Share in respect of such newly issued EuroEyes NL Shares, the other shareholders or Participants shall have a pro rata pre-emptive right to subscribe for the EuroEyes NL Shares.

Drag-Along Right

In case of an exit, including (i) the sale of all or material parts of the assets of the Target Group; (ii) a sale or disposal of the EuroEyes NL Shares, as a result of which the Company will hold less than 50% of all the EuroEyes NL Shares; or (iii) an initial public offering of EuroEyes Netherlands (collectively the "**Exit**"), the Company shall have the right, but not the obligation, to require the other shareholders to sell along all, or a proportional part of their EuroEyes NL Shares to such proposed third party purchaser (or otherwise participate in such sale *mutatis mutandis*) on the same terms and conditions as the Company (the "**Drag-Along Right**").

The Company may exercise its Drag-Along Right by giving a written notice (the "**Drag-Along Notice**") to the other shareholders, which shall include the terms and conditions of the relevant Exit, including the price. If the Company exercises its Drag-Along Right within five years after Completion of the Acquisition, the purchase price of the relevant EuroEyes NL Shares to be paid by such proposed third party shall be at least equal to the Fair Market Value (as defined below) of such EuroEyes NL Shares by applying a normalised EBITDA of EUR21 million *(Note 1)*.

If the Company exercises the Drag-Along Right after the fifth year from the Completion of the Acquisition the relevant EuroEyes NL Shares may be sold to the third-party purchaser on the same terms and conditions as the Company.

The Drag-Along Rights will be effective from the date of execution of the Shareholders' Agreement until termination of the Shareholders' Agreement.

Tag-Along Right

In case of an Exit and if the Company does not exercise its Drag-Along Right, the Company will provide the other shareholders with an exit notice and the other shareholders shall be allowed to sell a proportional part of their EuroEyes NL Shares (or otherwise participate in such Exit *mutatis mutandis*) on same terms and conditions as the Company (the "**Tag-Along Right**"). If the Exit concerns the Company selling 50% or more of its EuroEyes NL Shares to a bona fide third party, the other shareholders shall be allowed to sell all of their EuroEyes NL Shares pursuant to the Tag-Along Right. If the exit concerns less than 50% of the EuroEyes NL Shares, then the Tag-Along Right pertains to the pro rata portion of the shares of the other shareholders.

If a shareholder wishes to exercise its Tag-Along Right, that shareholder shall within ten business days of the date of the exit notice notify the Company hereof in writing.

The Company may not realise the Exit unless it has procured the sale and transfer of the EuroEyes NL Shares (or participation in such sale otherwise *mutatis mutandis*) of the shareholders that have notified the Company that they wish to exercise their Tag-Along Right in accordance with the Shareholders' Agreement, on the same terms and conditions that have been agreed by the Company.

The Tag-Along Right will be effective from the date of execution of the Shareholders' Agreement until termination of the Shareholders' Agreement.

Call Option

Subject to the terms and conditions of the Shareholders' Agreement, Manco hereby grants to the Company, who hereby accepts, the right but not the obligation to acquire from Manco all Corresponding Shares of a Participant (the "**Call Option Shares**") at any time after the third anniversary of the date of the Shareholders' Agreement, against a price equal to the Fair Market Value of such Call Option Shares (the "**Call Option Price**"), provided that during the third and fifth anniversaries after the date of the Shareholders' Agreement, if the normalised EBITDA is below EUR21 million, the Call Option Price will nonetheless be determined by applying a normalised EBITDA of EUR21 million (the "**Call Option**"). The Call Option Price will be the Fair Market Value, provided that if the normalised EBITDA would be below EUR21 million, the Call Option Price will nonetheless be determined by applying a normalised EBITDA of EUR21 million for the purpose of calculating the Fair Market Value in accordance with the Shareholders' Agreement.

The Call Option Price between the third and fifth anniversaries after the date of the Shareholders' Agreement is the Fair Market Value, subject to the application of the EBITDA Floor during such period.

After the fifth anniversary of Completion and onwards, the Call Option Price will be the Fair Market Value and the contractual floor applicable from the third anniversary until the fifth anniversary as described above will no longer apply.

The Company may exercise the Call Option by notice in writing to Manco (the "**Call Option Exercise Notice**"), which Call Option Exercise Notice shall include (i) the name of the relevant Participants and (ii) the Call Option Price. Manco shall transfer the Call Option Shares to the Company (or any person designated by the Company) within one month following receipt of the Call Option Exercise Notice. The Call Option Price will be paid in cash on the date of transfer of the Call Option Shares.

The Call Option will be effective as from the third anniversary of Completion until termination of the Shareholders' Agreement.

Put Option

Subject to the terms and conditions of the Shareholders' Agreement, the Company hereby grants to Manco, who hereby accepts, the right but not the obligation to, at the request of a Participant, sell to the Company the respective Corresponding Shares of such Participant (the "**Put Option Shares**") against a price equal to the Fair Market Value of such Put Option Shares (the "**Put Option Price**"):

(a) at any time after the third anniversary of the date of the Shareholders' Agreement, except in case of a Bad Leaver Event (as defined below); and

(b) upon the occurrence of a Good Leaver Event (as defined below) (for the avoidance of doubt, at any time after the date of the Shareholder's Agreement) and the Company not having accepted the Participants offer (the "**Put Option**").

At the request of a Participant, Manco shall exercise the Put Option by notice in writing to the Company (the "**Put Option Exercise Notice**"). Upon receipt of the Put Option Exercise Notice, the Company will provide Manco with a notice setting out the Put Option Price. Manco shall transfer the Put Option Shares to the Company (or any person designated by the Company) within one month following receipt of the Put Option Exercise Notice. The Put Option Price will be paid in cash on the date of transfer of the Put Option Shares.

The Put Option will be effective as from the third anniversary of Completion until termination of the Shareholder's Agreement.

Fair Market Value

The fair market value (the "**Fair Market Value**") of the EuroEyes NL Shares will be calculated as follows:

(a) the percentage of the total share capital of EuroEyes Netherlands that the relevant shares represent;

(b) the agreed EBITDA multiple of 10x *(Note 2)*; multiplied by

(c) the normalised EBITDA of the Target Group *(Note 3)*; minus

(d) the net debt of the Target Group *(Note 4)*..

The normalised EBITDA and net debt are determined as per the date, and on the basis, of the most recent (i) audited full year accounts of the Target Group or (ii) audited half year accounts of the Target Group, available upon (a) exercise of the Put Option or Call Option or (b) occurrence of the Good Leaver Event or Bad Leaver Event, as the case may be.

If Manco disputes the Fair Market Value stated in a notice, it must notify the Company within 15 Business Days. The Company and Manco will then try in good faith to agree on the Fair Market Value within 10 Business Days. If they cannot agree, an independent expert from a reputable Dutch accounting firm will be appointed by the shareholders jointly to determine the Fair Market Value, and that determination will be final and binding.

Bad Leaver Events

Any Participant will be regarded as a "**Bad Leaver**" in the event of:

(a) reasons that would qualify as urgent cause or reasonable cause as defined in article 7:678 of the Dutch Civil Code, in the situation when an employment agreement would apply;

(b) committing or having committed a felony or fraud against any member of the Target Group, as established in a provisionally enforceable ruling by a court;

(c) a breach of material obligations under the Shareholders' Agreement, the articles of association, the Trust conditions, or their employment or services agreement, and in case of a remediable violation, such violation is not remedied within 15 days after written notice thereof;

(d) if the Participant is a Surgeon, termination of its registration in the Dutch register for licensed healthcare professionals *(BIG)* (except if this results from such Participant voluntarily termination its services agreement or retiring);

(e) if the Participant is a Surgeon, termination of its medical liability insurance (except if this results from such Participant voluntarily terminating its services agreement or retiring);

(f) executory attachment or insolvency proceedings over the assets, debt management, winding up, liquidation or analogous proceedings to which the Participant is subject or the Participant losing (direct or indirect) control over the legal entity (indirectly) holding its depository receipts for the shares, in each case if not lifted or otherwise remedied within 30 days (each a "**Bad Leaver Event**").

Good Leaver Events

A Participant will be regarded as a "**Good Leaver**" if the employment or services agreement of such Participant terminates, and such Participant does not qualify as a Bad Leaver (a "**Good Leaver Event**").

If a Participant qualifies as a Good Leaver, Manco shall offer the Corresponding Shares of the relevant Participant to the Company (or any person designated by the Company) against a price equal to the Fair Market Value of such Shares.

Restrictive Covenants

During the term of the Shareholders' Agreement and for a period of 18 months after termination of the employment or services agreement of the respective Participants:

(a) each of the Managers (excluding Frank Kerkhoff) shall not, and shall procure that its affiliates shall not, without the prior written consent of the Company, either alone or jointly with, or on behalf of any person, have any interest in or, be employed by or otherwise engaged with any companies, persons, hospitals or medical centers active in refraction surgery or otherwise competing with the business or the Company; and

(b) each of the Surgeons (including Frank Kerkhoff) shall not, and shall procure that its affiliates shall not, without the prior written consent of the Company, either alone or jointly with, or on behalf of any person, have any interest in or, be employed by or otherwise engaged with any companies, persons, hospitals or medical centers which generate at least 50% of their revenue in refraction surgery,

within the countries in which the Target Group and the Company are active (i) prior to the termination of the Shareholders' Agreement or (ii) at the time of the Good Leaver Event or Bad Leaver Event, respectively.

Notes:

1. *Commercial Rationale*

The inclusion of the temporary contractual floor was a negotiated outcome forming part of the commercial balance of the management reinvestment structure. Under the Shareholders' Agreement, relevant members of management have agreed to reinvest approximately 50% of their gross sale proceeds into the Target Group on a pari passu basis, without preferential economic rights.

The Board considers this level of reinvestment to be at the upper end of customary market practice, representing a substantial long-term commitment that tightly aligns management's interests with those of the Company. In this context, the temporary floor forms part of the overall commercial balance of the management participation arrangements during the initial post-Completion integration and operational scaling phase.

Scope and operation of the temporary contractual floor

*The EUR21 million normalized EBITDA floor (the "**Threshold**") operates strictly as a reference input within the contractual Fair Market Value formula under specific circumstances. Shareholders should note the following structural safeguards:*

- *It does not constitute a guaranteed equity value, independent business valuation, or fixed exit price.*

- *The 10x EBITDA multiple remains completely unchanged, and net debt remains fully deductible under the formula. Consequently, the Participants remain fully exposed to the economic performance of the Target Group.*

- *The floor applies differently to the Drag-Along Right and the Call Option:*

  - *Drag-Along Right: exercisable by the Company at any time from Completion up to the fifth anniversary of Completion (reflecting the Company's medium-term strategic investment and integration horizon). The floor applies throughout this 5-year window.*

  - *Call Option: cannot be exercised prior to the third anniversary of Completion. It is exercisable at any time between the third anniversary and the fifth anniversary of Completion, meaning the floor applies solely during this specific window.*

  - *Expiration: from the sixth anniversary onwards, the floor ceases entirely for the Drag-Along Right and the Call Option. Any valuations determined on or after the sixth anniversary will be calculated solely by actual performance and net debt at the relevant time.*

Financial basis and adoption of the Threshold

The Threshold was determined through arm's length negotiation between the Company and the Participants as part of the overall management participation arrangements, having regard to a range of commercial considerations, with no single factor being determinative.

The Threshold forms part of the agreed valuation framework under the Shareholders' Agreement. Under the Fair Market Value formula, the applicable EBITDA multiple remains fixed at 10x and net debt remains fully deductible. The Threshold does not constitute a guaranteed equity value, fixed exit price, minimum payment obligation or minimum return for the Participants.

The Board considers that the commercial purpose of the management participation arrangements is to facilitate the retention and incentivisation of the Target Group's management team following Completion, while aligning their interests with those of the Company through a substantial reinvestment on a pari passu basis and without preferential economic rights.

The Board also notes that the practical effect of the Threshold is limited. The Threshold operates as a temporary contractual restriction on the Company's ability to exercise the Call Option during the fourth and fifth years following Completion at a valuation derived from a normalised EBITDA below the Threshold. If the performance of the Target Group does not support such valuation, the Company may elect not to exercise the Call Option, and the Participants will remain invested. Accordingly, the Participants remain fully exposed to the economic performance of the Target Group and continue to bear the downside risk of their investment.

In assessing the appropriateness of the Threshold, the Board has taken into account, among other factors, (i) valuation agreed under the Acquisition; (ii) the Participants' substantial reinvestment commitment, (iii) the strategic importance of retaining and incentivising the Target Group's management team, (iv) the alignment of interests between management and the Company and (v) prevailing market practice for management participation arrangements in private healthcare and private equity transactions.

Having considered the above, the Board (including the independent non-executive Directors) therefore considers the threshold, its duration and its operation under the Drag-Along Right and the Call Option are fair and commercially reasonable and in the interests of the Company and its Shareholders as a whole.

2. *The 10x multiple was determined by reference to the implied EV/EBITDA multiple agreed under the Acquisition; comparable European healthcare services transactions; and prevailing market valuation benchmarks at the time of entering into the Acquisition.*

   The Board considered whether application of the same multiple to future option events remains appropriate and concluded that based on the symmetry between entry and potential exit promotes valuation consistency, the valuation remains performance-based and no guaranteed equity value arises from the mechanism. The Board considers application of the 10x multiple fair and reasonable in the circumstances.

3. *Normalised EBITDA is determined based on the most recent audited annual or audited half-year accounts prepared under Dutch GAAP, consistently applied, excluding extraordinary items and unusual allocations, and including manager payroll costs relating to services rendered.*

In the event the Target Group is loss-making, normalised EBITDA will be determined based on audited accounts prepared under Dutch GAAP, consistently applied. If EBITDA is negative, the negative amount will apply in the Fair Market Value formula, subject only to the Threshold between the third and fifth anniversaries after Completion, outside of which no minimum EBITDA applies.

The Board, including the independent non-executive Directors, are of the view that the determination of the Fair Market Value and the application of the Threshold, even where the Target Group's normalised EBITDA is negative, is fair and reasonable and in the interests of the Company and its Shareholders as a whole. This is because the floor only applies when calculating the Call Option Price during a limited period and only if the Company chooses to exercise the Call Option; the Company is under no obligation to do so and retains full discretion whether to proceed.

In addition, the Threshold does not amount to a guaranteed equity value, fixed exit price, minimum payment obligation or guaranteed return for the Participants. The Participants remain fully exposed to the Target Group's performance, as the floor does not apply to the Put Option and any Put Option Price would still be determined by reference to the actual normalised EBITDA. The Board also considered that the floor formed part of the overall commercial bargain, including the Participants' substantial pari passu reinvestment commitment, the need to retain and incentivise management, the alignment of interests between the parties, and the fact that the terms were reached through arm's length negotiation. Accordingly, the Board considers the Threshold commercially balanced and fair to the Company and its Shareholders as a whole.

4. *Net debt is determined on the same audited basis and excludes acquisition financing pushed down to the Group; and refinancing or other debt not related to the Group's business.*

5. *If the resulting amount is zero or negative, Fair Market Value shall be deemed zero and no payment would be made under the Drag-Along Right, Tag-Along Right, Call Option or Put Option; accordingly, no consideration is payable by the Company.*

Basis of Determination of the Normalised EBITDA

The Board (including the independent non-executive Directors) considers the EUR21 million floor fair and reasonable and in the interests of the Company and its Shareholders as a whole for the following reasons:

(1) Time-Limited and Narrowly Applied: the floor ceases entirely after the fifth anniversary of Completion for the Drag-Along Right and the Call Option. For the Call Option specifically, its application is further restricted as it cannot be triggered until the third anniversary after Completion, limiting its potential impact to a tight two-year window.

(2) No Guaranteed Return or Fixed Price: the Fair Market Value formula remains 10 × normalised EBITDA less net debt. Even where the Threshold applies: the 10x multiple remains unchanged; net debt remains deductible; the Company's percentage of ownership applies. Accordingly, the mechanism does not create guaranteed equity value or minimum payment.

(3) No Obligation to Exercise: the Company is not obliged to exercise the Call Option. If actual EBITDA were below the Threshold between the third and fifth anniversaries after completion, the Company may elect not to exercise. The mechanism therefore does not compel the Company to transact at a valuation it considers unattractive.

(4) Objective Determination and Safeguards: pursuant to the Shareholders' Agreement: normalised EBITDA and net debt are determined based on audited annual or half-year accounts prepared under Dutch GAAP and consistently applied; extraordinary items and unusual allocations are excluded; acquisition financing pushed down and non-operational refinancing debt are excluded from net debt; and an independent Dutch register valuer may be appointed in case of dispute. These safeguards prevent artificial inflation of Fair Market Value.

(5) Commercial Balance: the Threshold was commercially negotiated as part of the reinvestment structure to preserve long-term management alignment during the critical integration period. The Board considers that the Threshold represents a commercially balanced outcome of the arm's length negotiations between the parties. Accordingly, the Board is satisfied that the Threshold does not transfer disproportionate economic risk to the Company or its Shareholders.

INFORMATION ABOUT STAK, MANCO AND THE PARTICIPANTS

STAK is a foundation and Manco is a private limited liability company, each incorporated under the laws of the Netherlands, for the purpose of the Reinvestment by the Participants. On the assumption that the Reinvestment Opportunity is taken up fully be the Surgeons, that the structure of depository receipt holders of STAK upon Completion of the Subscription will be as follows:

Name depository receipt holders	% indirect shareholding in Manco
Rens Schoenmakers	21.79%
Frank Kerkhoff	21.79%
Niels de Wildt	5.33%
Leonie Claes	2.66%
Surgeons (collectively)	48.43%
Total:	**100.00%**

Rens Schoenmakers

Rens Schoenmakers is, one of the Managers and is the chief executive officer of the Target Group and a statutory director of the Target Company. He is the ultimate beneficial owner of STAK FYEO.

Frank Kerkhoff

Frank Kerkhoff is one of the Managers and is the chief medical officer of the Target Group. He is the ultimate beneficial owner of Mateflo.

Niels de Wildt

Niels de Wildt is one of the Managers and is the chief operations officer of the Target Group.

Leonie Claes

Leonie Claes is one of the Managers and is the director of quality & safety the Target Group.

Surgeons

A total of 21 Surgeons have been offered the opportunity to reinvest part of their proceeds from the Acquisition in the share capital of EuroEyes Netherlands. On the assumption that the Reinvestment Opportunity is taken up in full by the Surgeons, each Surgeon will hold less than 5% of EuroEyes Netherlands following completion of the reinvestment.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION

The Subscription forms an integral part of the Acquisition structure and is designed to align management incentives with long-term value creation. The Board considers the Subscription beneficial for the following reasons:

(1) Management Retention and Continuity: key managers reinvest a substantial portion of their transaction proceeds, demonstrating long-term commitment.

(2) Alignment of Interests: management participates economically alongside the Company in future value creation.

(3) Operational Stability: the Target Group's performance is closely linked to the continued involvement of its management team.

(4) Integration Risk Mitigation: the reinvestment structure supports stability during the multi-year post-acquisition integration phase.

(5) Commercial and Transparent Pricing Mechanism: Subscription Shares are issued pursuant to a formula directly linked to the consideration under the Sale and Purchase Agreement, ensuring valuation consistency and avoiding preferential pricing.

The Board believes that the Subscription will allow the Target Group to have management continuity and management support and are a fundamental part of the transactions contemplated under the Sale and Purchase Agreement and the Subscription Agreement. The Directors are of the view that the terms of the Subscription Agreement are fair and reasonable and the Subscription is in the interests of the Company and the Shareholders as a whole.

INTELLECTUAL PROPERTY RIGHTS

Upon Completion of the Acquisition, the Target Company will become a subsidiary of the Company, and the Enlarged Group will acquire and control all material intangible assets and intellectual property rights held by the Target Group.

The intellectual property rights primarily consist of a registered European Union trademark for the word mark FYEO (registration number 018504076) and an exclusive software licence for a core proprietary operational platform known as ReVision ("**ReVision**"), both of which are held by the Target Group.

The FYEO trademark was registered on 19 November 2021 and will expire on 30 June 2031. ReVision, which had been effective since 11 August 2025 and granted by RSS Europe B.V. to the Target Group, runs for an indefinite period, meaning it has no fixed expiration date. It remains effective unless terminated by written notice, which requires an 18-month notice period by the Target Group or a 48-month notice period by RSS Europe B.V..

Furthermore, the Target Group had reached a commercial agreement to directly acquire ReVision from RSS Europe B.V.. Upon final execution of the definitive documentation and completion of this transfer, the existing licence agreement will be formally terminated, transitioning the Target Group's interest in ReVision from a licensed right of use to absolute ownership.

FINANCIAL EFFECTS OF THE ACQUISITION

Appendix III to this circular presents the unaudited pro forma financial information of the Enlarged Group and describes the basis of preparation thereof.

Assets and Liabilities

As set out in Appendix III to this circular, the unaudited pro forma consolidated statement of financial position of the Enlarged Group illustrates the effect of the Completion of the Acquisition on the Group, assuming that the Acquisition had taken place on 31 December 2025. If the Acquisition had been completed on 31 December 2025, the total assets of the Enlarged Group as at 31 December 2025 would have been increased from approximately HK$1,952.2 million to approximately HK$3,341.2 million primarily attributable to the Acquisition.

The total liabilities of the Enlarged Group as at 31 December 2025 would have increased from approximately HK$667.8 million to approximately HK$2,077.7 million primarily attributable to the assumption of the liability for the acquired business and related obligations. As a result, the Group's net assets would decrease from approximately HK$1,284.5 million to approximately HK$1,263.5 million primarily attributable to estimated professional fees and transaction costs payable in relation to the Acquisition.

The details of the financial effects of the transactions contemplated under the Sale and Purchase Agreement on the financial position of the Group together with the bases and assumptions taken into account in preparing the unaudited pro forma financial information are set out in Appendix III to this circular for illustrative purpose.

Earnings

Immediately after the Completion of the Acquisition, the Target Company will be wholly-owned by the Company, and the financial results, assets and liabilities of the Target Company will be fully consolidated on a line-by-line basis in the consolidated financial statements of the Group.

The audited net profit for the year ended 31 December 2025 (as extracted from the annual report of the Group for the year ended 31 December 2025) was approximately HK$56.6 million. According to the unaudited pro forma income statement of the Enlarged Group for the year ended 31 December 2025, as if the Completion of the Acquisition had taken place on 1 January 2025, the unaudited pro forma net profit of the Enlarged Group decreased to approximately HK$35.3 million. This decrease is primarily due to the leakage adjustment under the maximum Consideration, finance costs on borrowings and estimated professional fees and transaction costs incurred in connection with the Acquisition, which offset the net profit contribution from the Target Company of approximately HK$71.5 million.

Impairment Assessment of Goodwill

It was noted that the possible goodwill of approximately EUR114,559,000 (equivalent to approximately HK$1,044,542,000), as set out in Appendix III to this circular, will only be recognised upon the Completion of the Acquisition. As at the Latest Practicable Date, no goodwill impairment assessment has been prepared given that the Acquisition has not been completed. However, the Directors are of the view that there has been no material change in the circumstances underlying the initial goodwill estimation, and no impairment trigger has been identified which would require an assessment.

LISTING RULES IMPLICATIONS

Each of the Call Option and the Put Option will constitute an acquisition of the shares of EuroEyes Netherlands by the Company under Rule 14.04(1)(b) of the Listing Rules and the Subscription will constitute a deemed disposal of the shares of the EuroEyes Netherlands by the Company under Rule 14.04(1)(a) of the Listing Rules.

In addition, the grant of the Put Option under the Shareholders' Agreement constitutes a transaction under Rules 14.72(1) and 14.73 of the Listing Rules, the exercise of which is not at the Company's discretion. Under Rule 14.74(1) of the Listing Rules, the grant of the Put Option is classified as if it had been exercised at the time of the grant. As neither the actual amount nor the maximum amount of consideration payable by the Company on the exercise of the Put Option can be ascertained at the time of grant, pursuant to Rule 14.76(1) of the Listing Rules, the Put Option shall be classified as at least a major transaction for the Company.

In contrast, the grant of the Call Option constitutes a transaction under Rules 14.72(1) and 14.75(1) of the Listing Rules, the exercise of which is at the discretion of the Company. Under Rule 14.75(1), on the grant of the Call Option, only the premium payable (which is nil) for the Call Option will be taken into consideration for the purpose of the percentage ratios. The Company will comply with the applicable requirements under the Listing Rules upon the exercise of the Call Option.

Given that Rens Schoenmakers is a director of the Target Group, the Subscription will constitute a connected transaction of the Company with connected persons at the subsidiary level under Rule 14A.101 of the Listing Rules. By virtue of Rule 14A.101 of the Listing Rules, since (1) Rens Schoenmakers is a connected person at the subsidiary level; (2) the Board has approved the Subscription; and (3) the independent non-executive Directors have confirmed that the terms of the Subscription are fair and reasonable and the Subscription is on normal commercial terms or better and in the best interests of the Company and its Shareholders as a whole, the Subscription is subject to the reporting and announcement requirements, and is exempt from the circular, independent financial advice and shareholders' approval requirements under Chapter 14A of the Listing Rules.

Since the highest applicable percentage ratio under Rule 14.07 of the Listing Rules in respect of the Acquisition (either alone or aggregated with the Subscription and/or the Options) exceeds 100%, the Acquisition (either alone or aggregated with the Subscription and/or the Options) constitutes a very substantial acquisition for the Company under the Listing Rules and is therefore subject to the reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

EGM

A notice convening the EGM to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 17 July 2026 at 4:00 p.m. is set out on pages EGM-1 to EGM-3 of this circular. The votes on the resolution proposed to be approved at the EGM will be taken by poll and an announcement will be made by the Company after the EGM on the results of the EGM.

Whether or not you intend to attend the EGM, you are requested to complete the form of proxy enclosed in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event no less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting (as the case may be) should you so wish.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholders or any of their respective associates have any material interest in the transactions contemplated under the Sale and Purchase Agreement and/or the Subscription Agreement. As such, no Shareholder is required to abstain from voting under the Listing Rules on the resolutions to be proposed at the EGM.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, there is (i) no voting trust or other agreement or arrangement or understanding entered into by or binding upon any Shareholder; and (ii) no obligation or entitlement of any Shareholder as at the Latest Practicable Date, whereby he/she has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his/her Shares to a third party, either generally or on a case-by-case basis. Accordingly, to the best knowledge, information and belief of the Directors, there exists no discrepancy between any Shareholder's beneficial shareholding interest in the Company and the number of Shares in respect of which such Shareholder will control or will be entitled to exercise control over the voting right at the EGM.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the eligibility for attending the EGM, which is to be held on Friday, 17 July 2026, the register of members of the Company will be closed from Tuesday, 14 July 2026 to Friday, 17 July 2026, both days inclusive, during which no transfer of shares will be registered. All transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Monday, 13 July 2026. The record date for ascertaining the Shareholders' entitlement to vote at the EGM is Friday, 17 July 2026.

RECOMMENDATIONS

Based on the information set out in this circular, the Directors (including the independent non-executive Directors) consider that the transactions contemplated under the Sale and Purchase Agreement and the Subscription Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM to approve the Sale and Purchase Agreement and the transactions contemplated thereunder and the Subscription Agreement and the transactions contemplated thereunder.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Shareholders and potential investors should note that the Completion of the Acquisition and/or the Completion of the Subscription is subject to satisfaction and/or, where applicable, waiver of the conditions precedent. As the Acquisition and/or the Subscription may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

This circular may contain certain forward-looking statements relating to the Group that are based on the beliefs of the Group's management as well as assumptions made by and information currently available to the Group's management. When used in this circular, the words "will", "should", "continue", "future", "expect", "anticipate", "believe" and similar expressions are intended to identify forward-looking statements. Forward-looking statements contained in this circular do not constitute and should not be viewed as commitments made by the Group. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual performance, financial condition or results of operations of the Group to be materially different from those implied by such forward-looking statements. In addition, the Group does not intend to update such forward-looking statements. Investors are cautioned not to unduly rely on such forward-looking statements.

Yours faithfully,
By order of the Board
EuroEyes International Eye Clinic Limited
Dr. Jørn Slot Jørgensen
Chairman and Executive Director

1. FINANCIAL INFORMATION OF THE GROUP

The financial information of the Group for each of the three years ended 31 December 2025, 2024 and 2023 were set out in the relevant annual reports of the Company posted on the Stock Exchange's website (http://www.hkexnews.hk) and the Company's website (www.euroeyes.com). Please also see below quick links to the relevant annual reports:

Annual report of the Company for the year ended 31 December 2025 (pages 120-200) (https://www1.hkexnews.hk/listedco/listconews/sehk/2026/0429/2026042901332.pdf)

Annual report of the Company for the year ended 31 December 2024 (pages 104-184) (https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0424/2025042400408.pdf)

Annual report of the Company for the year ended 31 December 2023 (pages 103-192) (https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0425/2024042500383.pdf)

Each of the said consolidated financial statements of the Group is incorporated by reference to this circular and forms part of this circular.

2. INDEBTEDNESS STATEMENT OF THE ENLARGED GROUP

Indebtedness

As at 31 May 2026, being the most recent practicable date for the purpose of this statement of indebtedness, the Enlarged Group had outstanding borrowings of approximately HK$597,762,000, comprising of:

	As at 31 May 2026		
	The Group *HK$'000* (Unaudited)	*The Target Group* *HK$'000* (Unaudited)	*The Enlarged Group* *HK$'000* (Unaudited)
Current			
Loans and borrowings *Note (i)*	259	19,549	19,808
Contingent consideration payable	5,888	–	5,888
Lease liabilities	71,711	18,853	90,564
Non-current			
Loans and borrowings *Note (i)*	–	–	–
Lease liabilities	286,016	163,723	449,739
Contingent consideration payable	22,319	–	22,319
Redemption liabilities	9,444	–	9,444
	395,637	**202,125**	**597,762**

Note (i):

The borrowings of the Group were unsecured and unguaranteed.

The Target Group has provided collateral to the lenders for the borrowings.

Contingent Liabilities

The Enlarged Group has operations in Germany, the PRC, the United Kingdom, Denmark, Switzerland and the Netherlands, each with its own taxation regime. The nature of the Enlarged Group's activities requires it to comply with various taxation obligations including corporation tax, royalties, withholding taxes, transfer pricing arrangements with related parties, resource and production-based taxes, environmental taxes and employment-related taxes. Application of tax laws and interpretation of tax laws may require judgment to assess risk and estimate outcomes, particularly in relation to the application of income taxes and withholding tax to the Enlarged Group's cross-border operations and transactions. The evaluation of tax risks considers both assessments received and potential sources of challenge from tax authorities. Additionally, the Enlarged Group is currently subject to a range of audits and reviews by taxation authorities in these jurisdictions.

Tax matters with uncertain outcomes arise in the normal course of business and occur due to changes in tax law, changes in interpretation of tax law, periodic challenges and disagreements with tax authorities, and legal proceedings. The status of proceedings for such uncertain tax matters will impact the ability to determine the potential exposure, and in some cases, it may not be possible to determine a range of possible outcomes, including the timing of resolution or determining a reliable estimate of the potential exposure.

The Directors are not aware of any material change in the indebtedness position of the Enlarged Group since 31 May 2026 to the Latest Practicable Date.

Save as aforesaid and apart from intra-group liabilities and normal trade payables in the ordinary course of business, as at close of business on 31 May 2026, the Enlarged Group did not have any other debt securities issued and outstanding, and authorised or otherwise created but unissued, or term loans or other borrowings or indebtedness in the nature of borrowing including bank overdrafts and liabilities under acceptances or acceptances credits or hire purchase commitments, or outstanding mortgages and charges, or contingent liabilities or guarantees.

3. WORKING CAPITAL SUFFICIENCY

After due and careful consideration, the Directors are of the opinion that, taking into account the effect of the Acquisition, the financial resources available to the Enlarged Group including cash flows to be generated from the operating activities and the available credit facilities, the Enlarged Group will have sufficient working capital for its requirements for at least 12 months from the date of this circular, in the absence of unforeseen circumstances. The Company has obtained the relevant confirmation as required under Rule 14.66(12) of the Listing Rules.

4. MATERIAL ADVERSE CHANGE

The Directors confirmed that as at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position or prospects of the Group since 31 December 2025, being the date to which the latest audited consolidated financial statements of the Group were made up.

5. FINANCIAL AND TRADING PROSPECTS OF THE ENLARGED GROUP

The Group is one of the leading brands in the vision correction industry in Germany, Denmark, Switzerland, the UK and China. The Group is principally engaged in providing premium services to a targeted clientele with a mid-to-high income level. The Group is also one of the few eye clinic groups with a wide geographical reach, with operations in Germany, Denmark, Switzerland, the UK and the PRC. The Group's vision correction services can be broadly categorised into: (i) refractive laser surgery (which includes ReLEx SMILE and Femto LASIK and Presbyond®); (ii) phakic lens surgery (ICL); (iii) lens exchange surgery (which includes mono focal and trifocal lens exchange surgeries); and (iv) others (which include PRK/LASEK and ICRS implantation).

Given the Target Group's strong position in the rapidly growing Dutch market, the Directors believes that the Acquisition would be an excellent strategic fit for the Group, as the Company and the Target Group are well aligned as pure-play refractive surgery players with a fully patient centered mindset. The Enlarged Group will operate across Germany, Denmark, the UK, the Netherlands, Switzerland, China and other markets, with enhanced scale, pricing power and operational efficiency.

Long-term structural growth is supported by rising demand for premium vision correction procedures, including SMILE, LASIK, Presbyond®, ICL, toric and trifocal lens implantation, and refractive lens exchange, underpinned by population ageing, higher disposable income and growing patient awareness of advanced vision solutions.

Financially, the Enlarged Group will benefit from expanded pro forma assets, revenue and profitability. In addition, the Enlarged Group is expected to record higher revenue and improved profit in the current financial year, supported by increasing treatment volumes, improving clinic utilisation, the immediate contribution from the acquired business, and operating leverage arising from its relatively fixed-cost clinic infrastructure. Its capital-light model, with disciplined cost control and prudent leverage, will sustain healthy cash flow for investment and shareholder value. Capital expenditure will focus on upgrading medical equipment, digital systems and facilities to ensure clinical safety and service quality.

The Enlarged Group is expected to benefit from expanded pro forma profitability because the decrease in unaudited pro forma net profit from HK$56.6 million to HK$43.7 million is attributable to temporary, non-operating and non-cash adjustments required for pro forma presentation, rather than any deterioration in the underlying business. In particular, the reduction mainly reflects full-year amortisation of acquired intangibles, notional interest expense on acquisition financing and one-off transaction and integration costs, all of which are not expected to affect the ongoing operating performance of the Enlarged Group on a recurring basis.

Notwithstanding the lower pro forma net profit, the Acquisition is expected to enhance the Enlarged Group's underlying profitability through a larger revenue base, a broader gross profit pool and stronger recurring operating profit. The Enlarged Group will be better able to spread fixed overheads, improve purchasing and operating efficiencies, benefit from economies of scale across back-office functions and increase resilience against cost pressures and market volatility. In addition, the enlarged platform is expected to support longer-term margin improvement and sustainable earnings growth as integration progresses.

Furthermore, the Enlarged Group will pursue three growth pillars: organic growth, strategic acquisitions and clinical innovation. Prospects face uncertainties (regulatory changes, competition, etc.); forward-looking statements carry inherent risks. The Board is confident in the Acquisition's strategic and financial value, with the Enlarged Group well-positioned for sustainable growth. Barring unforeseen circumstances, the Directors remain optimistic about its current financial year prospects.

In view of the above and barring unforeseen circumstances, the Directors remain optimistic about the financial and trading prospects of the Enlarged Group in the current financial year. Save as disclosed above, the Directors are not aware of any other material information relevant to the financial and trading prospects of the Enlarged Group for the year ending 31 December 2026 ("**FY2026**"), including any special trade factors or risks not otherwise disclosed in this circular and not known to or anticipated by the general public, which would materially affect the profits of the Enlarged Group.

6. MANAGEMENT DISCUSSION AND ANALYSIS OF THE GROUP

Set out below are the management discussion and analysis of the Group for each of the three years ended 31 December 2025, 2024, and 2023 respectively. The information provided below is extracted from the relevant sections in the annual reports. These extracted materials below were prepared prior to the date of this circular and speak as of the date they were originally published, representing the opinions and beliefs made by the then Directors at such time when the related annual report was issued.

For the year ended 31 December 2025

Business Review

The Group is pleased to report on encouraging signs of recovery in the fiscal year 2025, despite some ongoing challenges. For the year ended 31 December 2025, the Group achieved a record total revenue of HK$796.0 million, marking an 11.2% increase compared to the previous year. As the European market leader in presbyopia treatment, the Group continued to benefit from rising demand in this area, driving significant revenue growth in its lens exchange and Presbyond segments. Revenue from these segments reached HK$448.8 million and HK$33.2 million, reflecting year-over-year increases of 14.8% and 26.1%, respectively.

The proportion of revenue from presbyopia treatments also rose to 61.2%, up from 58.8% last year. Additionally, the Group observed a resurgence in demand for myopia treatments, particularly in Germany and the UK, which further contributed to the revenue growth during the year ended 31 December 2025.

The Group has successfully executed its mergers and acquisitions ("**M&A**") strategy, completing one add-on acquisition in Switzerland (the "**Swiss Acquisition**") during the year ended 31 December 2025 and pursuing the strategic Acquisition, which was announced in February 2026. The Swiss Acquisition was closed in mid-October 2025, and its financial results have been consolidated into the Group from that point onward. The Acquisition, given its scale, is awaiting approval from the Shareholders, expected later during FY2026. For more details on the Swiss Acquisition and the Acquisition, please refer to the sections headed "Significant Investments and Material Acquisitions and Disposals of Subsidiaries, Associates and Joint Ventures" and "Important Events since the year ended 31 December 2025" in the annual report.

In the year ended 31 December 2025, the Group achieved a revenue increase for the seventh consecutive time since going public, reaching another record high of HK$796.0 million compared to HK$715.7 million in 2024. Excluding the contribution from the Swiss Acquisition, organic revenue increased by 9.6% year-over-year, reaching HK$784.2 million. Gross profit rose by 13.2% to HK$324.3 million from 2024. The gross profit margin stood at 40.7% as compared to 40.0% last year. Excluding the impact of the Swiss Acquisition, the organic gross profit increased by 12.9% to HK$323.4 million, with organic gross profit margin reaching 41.2%. During the year ended 31 December 2025, the Group successfully conducted 28,109 procedures, an increase from 27,045 procedures performed in the previous year.

The Group's earnings before interest, tax, depreciation, and amortisation ("**EBITDA**") increased by 6.3% year-over-year, reaching HK$242.3 million. Excluding the effects of the Swiss Acquisition, EBITDA grew by 10.6% to HK$252.2 million organically. The EBITDA margin experienced a slight decline to 30.4% from 31.9% last year; however, on an organic basis without the Swiss Acquisition, the margin improved to 32.2%. Net profit attributable to the Company's equity holders decreased by 33.8% year-on-year to HK$54.5 million. Excluding the impact of the Swiss Acquisition, the organic net profit attributable to equity holders declined by 11.9% to HK$72.5 million. This reduction in the organic net profit was primarily due to an unrealized foreign exchange loss arising from the mark-to-market revaluation of certain Euros denominated intercompany payables due to the appreciation of the EUR against the Renminbi ("**RMB**"). It should be noted that this loss is non-cash and remains unrealized.

Financial Review

Revenue

The Group is a high-end vision correction service provider in Germany, PRC, the UK, Denmark and Switzerland. The Group's vision correction services include refractive laser surgery (which includes ReLEx SMILE, FemtoLASIK and Presbyond®), phakic lens surgery (ICL), lens exchange surgery (which includes monofocal and trifocal lens exchange surgery) and others (which includes PRK/LASEK and ICRS implantation). The following table sets forth the Group's revenue by product category for the years indicated:

	2025	**2025 % of total revenue**	**2024**	**2024 % of total revenue**
	HK$'000		*HK$'000*	
Provision of vision correction services	788,731	99.1	710,875	99.3
Training services	5,701	0.7	3,613	0.5
Sales of pharmaceutical products	106	0.0	51	0.0
Other	1,503	0.2	1,143	0.2
Total	**796,041**	**100.00**	**715,682**	**100.0**

The Group's total revenue for the year ended 31 December 2025 was HK$796.0 million, representing a year-on-year increase of 11.2%, which was mainly due to a robust growth of lens exchange surgeries for presbyopia treatment in all regions.

The Group's revenue was generated from Germany, PRC, the UK, Denmark and Switzerland. As of 31 March 2026, the Group had a total of 42 clinics and consultation centres worldwide. The following table sets forth the Group's revenue by geographical locations during the years indicated:

	2025	2025 % of total revenue	2024	2024 % of total revenue
	HK$'000		*HK$'000*	
Germany	426,788	53.6	385,195	53.9
China	146,140	18.4	145,468	20.3
UK	134,534	16.9	113,381	15.8
Denmark	76,752	9.6	71,638	10.0
Switzerland	11,827	1.5	–	–
Total	**796,041**	**100.00**	**715,682**	**100.0**

For the year ended 31 December 2025, the Group generated 53.6% of its revenue from Germany, 18.4% from China, 16.9% from the UK, 9.6% from Denmark, and 1.5% from Switzerland.

Costs of Revenue

For the year ended 31 December 2025, the largest cost of revenue incurred continued to be employee benefit expenses, representing 25.8% of the Group's total revenue as compared to 26.6% in 2024, followed by depreciation of property, plant and equipment, representing 12.5% as compared to 12.2% in 2024 of the Group's total revenue.

	Year ended 31 December		
	2025	2024	Change
	HK$'000	*HK$'000*	%
Employee benefit expenses	205,523	190,622	7.8
Depreciation of property, plant and equipment	99,592	87,583	13.7
Raw materials and consumables	95,526	89,242	7.0
Doctor's fee	8,875	4,994	77.7
Others [(1)]	62,193	56,648	9.8
Total	**471,709**	**429,089**	**9.9**

Note:

(1) Others mainly included clinic, office and consumption expenses, transportation costs, repair and maintenance electricity and other utility expenses, etc.

The total cost of revenue of the Group for the year ended 31 December 2025 amounted to HK$471.7 million, representing an increase of 9.9% compared to 2024. The increase was primarily attributable to the increase in employee benefit expenses and depreciation of property, plant and equipment.

Gross Profit and Gross Profit Margin

The following table sets forth the Group's gross profit and gross profit margin for the years indicated:

	Year ended 31 December		
	2025	**2024**	**Change**
	HK$'000	*HK$'000*	%
Revenue	796,041	715,682	11.2
Cost of revenue	(471,709)	(429,089)	9.9
Gross profit	324,332	286,593	13.2
Gross profit margin	40.7%	40.0%	0.7 ppt

The gross profit of the Group for the year ended 31 December 2025 increased by 13.2% compared to 2024 with a gross profit margin of 40.7%.

Selling Expenses

The Group's selling expenses for the year ended 31 December 2025 amounted to approximately HK$96.7 million, representing an increase of 19.7% as compared to 2024, mainly due to an increase in advertising and marketing expenditure and depreciation of property, plant and equipment. For the year ended 31 December 2025, the selling expenses amounted to 12.1% of the Group's total revenue as compared to last year's 11.3%.

	Year ended 31 December		
	2025	2024	Change
	HK$'000	*HK$'000*	*%*
Advertising and marketing expenditure	69,565	58,121	19.7
Employee benefit expenses	13,312	11,807	12.7
Depreciation of property, plant and equipment	7,593	5,764	31.7
Others	6,223	5,078	22.5
Total	**96,693**	**80,770**	**19.7**

Administrative Expenses

The administrative expenses of the Group for the year ended 31 December 2025 amounted to approximately HK$112.6 million, representing a decrease of 2.7% as compared to 2024. For the year ended 31 December 2025, the administrative expenses amounted to 14.1% of the Group's total revenue, down from 16.2% last year.

	Year ended 31 December		
	2025	2024	Change
	HK$'000	*HK$'000*	*%*
Employee benefit expenses	47,812	44,503	7.4
Legal, consulting and other service fee	17,546	16,124	8.8
Depreciation of property, plant and equipment	14,638	14,008	4.5
Goodwill impairment	–	11,000	(100.0)
Office and consumption expenses	11,288	10,021	12.6
Others	21,338	20,050	6.4
Total	**112,622**	**115,706**	**(2.7)**

Finance Income and Expenses, Net

The Group's finance income decreased by approximately HK$13.1 million, or 49.5%, from approximately HK$26.5 million for the year ended 31 December 2024 to approximately HK$13.4 million for the year ended 31 December 2025. The decrease in net finance income was primarily due to the decline in interest rates on time deposits with EUR amount in 2025.

The Group's finance expenses increased by approximately HK$9.7 million, or 61.8%, from approximately HK$15.8 million for the year ended 31 December 2024 to approximately HK$25.5 million for the year ended 31 December 2025, which was primarily due to the increase in foreign exchange loss which arose from the changes in foreign currency exchange rates.

Borrowings

As at 31 December 2025, the Group had outstanding borrowings of approximately HK$0.3 million, which shall be repaid within one year. The borrowings are related to the overdraft cash in bank. As at 31 December 2025, the borrowings were denominated in GBP ("**£**") and EUR floating rate.

Foreign Exchange Risk

The subsidiaries of the Company mainly operate in Germany, Denmark, the UK, China (including Hong Kong) and Switzerland, with most of the transactions being settled in EUR, Danish Krone ("**DKK**"), GBP, RMB, HK$ and CHF, respectively. Foreign exchange risk arises when recognised financial assets and liabilities are denominated in a currency that is not the group entities' functional currency. As at 31 December 2025, the financial assets and liabilities of the subsidiaries of the Group in Germany, Denmark, the UK, China (including Hong Kong) and Switzerland were primarily denominated in EUR, DKK, GBP, RMB, HK$ and CHF, respectively, which were their respective functional currencies.

As at 31 December 2025, foreign currency exposure of these financial assets and liabilities does not have material impact on the operating results of the Group. Management believes that the foreign exchange risk is immaterial. The Group manages foreign currency risk by closely monitoring the movement of the foreign currency rates. The Group will constantly review the economic situation and its foreign exchange risk profile, and will consider appropriate hedging measures in the future, as may be necessary.

Charge on Group Assets

As at 31 December 2025, the Group had no charges on Group assets.

Capital Commitments

As at 31 December 2025, the Group had no significant capital commitments.

Contingent Liabilities

The Group had no material contingent liabilities as at 31 December 2025.

Significant Investments and Material Acquisitions and Disposal of Subsidiaries and Associated Companies

Swiss Acquisition

On 2 September 2025 (after trading hours), EuroEyes Switzerland AG ("**EuroEyes Swiss**"), a wholly-owned subsidiary of the Company as purchaser, the Company as guarantor and betterview AG ("**Betterview Swiss**") as vendor entered into the Swiss asset sale and purchase agreement (the "**Swiss Agreement**"), pursuant to which EuroEyes Swiss agreed to purchase, and Betterview Swiss agreed to sell, the following assets for the consideration in the aggregate amount of CHF12,010,000 (equivalent to approximately HK$117,029,043) (the "**Swiss Consideration**"):

(i) seven medical clinics for refractive surgery located in Zurich, Bern, Basel, St. Gallen, Lugano, Lausanne, and Geneva;

(ii) a surgery theatre in Zurich for refractive surgery treatments; and

(iii) certain headquarter assets pursuant to the Swiss Agreement, which shall include relevant (a) commercial contracts, client contracts, employment contracts, rental contracts and past patient agreements (except those agreed to be remained with Betterview Swiss); (b) leasehold improvements, furniture and fixtures, office equipment, medical machinery/production equipment, tools, computer hardware and software; (c) intellectual property rights; (d) customers data; (e) personnel files, technical, operational and marketing records, manuals and handbooks; and (f) obligations under the contracts mentioned in (a) above but excluding those past patient agreements agreed to be remained with Betterview Swiss.

On 13 October 2025, all the conditions precedent of the Swiss Agreement has been satisfied, and the Swiss Agreement was completed in accordance with the terms and conditions therein. Upon the completion of the Swiss Acquisition, the financial information of Betterview Swiss was included into the consolidated financial statements of the Company. For more details of the Swiss Acquisition, please refer to the announcements of the Company dated 2 September 2025 and 30 January 2026.

UK Acquisition

On 2 September 2025, EuroEyes London Knightsbridge Ltd ("**EuroEyes UK**"), a wholly-owned subsidiary of the Company as purchaser and Betterview Britain Ltd ("**Betterview UK**") as vendor, entered into the UK asset sale and purchase agreement (the "**UK Agreement**"), pursuant to which EuroEyes UK agreed to purchase, and Betterview UK agreed to sell, certain assets, which are the property, assets and rights of Betterview UK, (which is the business of ophthalmological services including but not limited to laser treatments and retractive surgery) (the "**UK Acquisition**"). The consideration in the aggregate amount of CHF200,000 (equivalent to approximately GBP184,420 and HK$1,948,860) was agreed after arm's length negotiations between EuroEyes UK and Betterview UK. Upon the completion of the UK Acquisition, it is expected that the financial information of Betterview UK would be included into the consolidated financial statements of the Group.

As at the Latest Practicable Date, the UK Acquisition has not been completed. The UK Acquisition is expected to be completed by 30 September 2026. Completion of the UK Acquisition has been delayed because time was required to satisfy one of the key conditions precedent, namely the transfer of the relevant lease, and negotiations with the landlord and the previous leaseholder took longer than initially anticipated. Those negotiations have now been concluded and the lease has been transferred. The remaining condition precedent, being the transfer of certain employment contracts, is expected to be fulfilled by 30 September 2026, at which time the UK Acquisition will be completed.

The Directors are of the view that upon completion of the UK Acquisition, there will not be a material contribution to the financial statements or the next published accounts of the Company.

Save as disclosed above, there were no significant investments held, other material acquisitions or disposals of subsidiaries, associates and joint ventures by the Group during the year ended 31 December 2025.

Plans for Material Investments or Capital Assets

Save as disclosed in the prospectus of the Company dated 30 September 2019 (the "**Prospectus**"), (i) the capital commitment in relation to the addition of property, plant and equipment; (ii) the acquisition of FreeVis GmbH as disclosed in the announcements of the Company dated 18 and 21 August 2023; and (iii) the Swiss Acquisition and the UK Acquisition as disclosed in the announcements of the Company dated 2 September 2025 and 30 January 2026, which will be funded by the proceeds from the Company's global offering, the Group did not have other plans for material investments or capital assets as at 31 December 2025.

Further, reference is made to the announcement of the Company dated 26 February 2026 in respect of the Acquisition. As disclosed, the maximum consideration would be funded in the following manner, (i) as to approximately HK$391 million by means of internal resources of the Group; (ii) as to approximately HK$691 million by means of bank borrowings; and (iii) as to approximately HK$152 million by means of proceeds from the subscription. Accordingly, the Group expects to utilise its internal resources, financing facilities and subscription proceeds to finance the Acquisition in accordance with its capital allocation plan. Save as disclosed above, the Group does not have any other plans for material investments or capital assets as at the date of this announcement.

Liquidities and Financial Resources

The liquidity requirements of the Company are primarily attributable to the working capital for the Group's business operations. For the year ended 31 December 2025, the principal source of liquidity of the Company was cash generated from the business operations of the Group and proceeds from the global offering. As at 31 December 2025, the Group had cash and cash equivalents of approximately HK$695.5 million. As at 31 December 2025, the cash and cash equivalents were denominated in EUR, CHF, RMB, GBP, HK$, DKK, and USD, respectively.

The Group's current ratio (calculated as current assets over current liabilities) was approximately 2.8 as at 31 December 2025.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as long-term borrowings divided by the total capital. The total capital is calculated as equity as shown in the consolidated statement of financial position plus long-term borrowings. The Group did not have long-term borrowing as at 31 December 2025.

There were no material changes in the funding and treasury policy of the Group for the year ended 31 December 2025.

Employees

As at 31 December 2025, the Group had 404 full-time employees. In addition, the Group also engages certain surgeons, conservative ophthalmologists and a member of the senior management via freelance arrangements. Total staff costs including Directors' remuneration and the other staff costs for the year ended 31 December 2025 were HK$266,647,000. Each employee's remuneration was determined in accordance with the individual's responsibilities, competence and skills, experience and performance as well as prevailing market conditions.

The Group intends to grant share options and/or restricted share awards to outstanding employees to recognise and reward the employees who have contributed to the Group's development pursuant to the share schemes adopted by the Company, particulars of which are set out in the sections headed "Share Option Scheme" and "Restricted Share Award Scheme" on pages 32 to 39 and 39 to 41, respectively of the 2025 annual report of the Company.

Important Events after 31 December 2025

The Acquisition

On 20 February 2026 (after trading hours), EuroEyes Netherlands, a wholly-owned subsidiary of the Company as purchaser, the Company as purchaser's guarantor and the Vendors entered into a Sale and Purchase Agreement, pursuant to which Euroeyes Netherlands has conditionally agreed to purchase, and the Vendors have conditionally agreed to sell and transfer, the entire issued share capital of the Target Company. The consideration for the Acquisition is in the aggregate amount of EUR131,766,173 (equivalent to approximately HK$1,115,242,535), as adjusted by a locked box compensation accruing from 1 January 2025 up to the date of Completion of the Acquisition and any agreed leakage. The Acquisition is expected to be funded by a combination of the Group's internal resources, bank borrowings and proceeds from a proposed subscription.

On 20 February 2026 (after trading hour), the Company and the Managers, all of whom are management staff members of the Target Group, entered into the MIP Term Sheet for the purposes of among other matters, agreeing the principal terms of the Subscription Agreement to be entered into between EuroEyes Netherlands as issuer and the Participants who will subscribe for shares of EuroEyes Netherlands.

Based on the highest applicable percentage ratio under Rule 14.07 of the Listing Rules, the Acquisition (either alone or aggregated with the proposed subscription and/or related options) constitutes a very substantial acquisition of the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting, announcement, circular and shareholders' approval requirements. A circular containing, among other things, further details of the Acquisition and the related subscription, financial information on the Group and the Target Group and an unaudited pro forma financial information on the enlarged group, together with a notice of an EGM, is expected to be despatched to Shareholders on or before 30 June 2026, and the EGM is currently expected to be convened on or before 24 July 2026. Completion of the Acquisition is subject to the satisfaction and/or waiver of the conditions precedent set out in the Sale and Purchase Agreement, including, among others, obtaining required regulatory approvals in the Netherlands and Shareholders' approval, and therefore may or may not proceed. For more details, please refer to the announcement of the Company dated 26 February 2026.

Proposed Amendments to the Existing Memorandum and Articles of Association and the Adoption of the New Memorandum and Articles of Association

The Company proposed to amend the existing second amended and restated memorandum and articles of association of the Company by way of adopting the new third amended and restated memorandum and articles of association of the Company (the "**New M&A**") for the purposes of (i) enabling the Company to hold hybrid and electronic meetings; (ii) permitting electronic voting; (iii) aligning with the requirements of the "Consultation Conclusions to Proposals to Further Expand the Paperless Listing Regime and Other Rule Amendments" published by the Stock Exchange on 24 January 2025; and (iv) incorporating certain housekeeping amendments (the "**Proposed Amendments**"). The Proposed Amendments and the proposed adoption of the New M&A will be subject to the passing of a special resolution by the Shareholders at the AGM to be held on 30 June 2026. For more details, please refer to the announcement of the Company dated 31 March 2026.

Save as disclosed above, to the best knowledge of the Directors there are no important events affecting the Company and its subsidiaries which have occurred since the year ended 31 December 2025 and up to the date of the annual report.

For the year ended 31 December 2024

Business Review

The year ended 31 December 2024 proved to be difficult for the Group, as it experienced a rapid decline in the myopia correction market due to decreased consumer confidence in both Europe and China. However, as the leading company in the presbyopia treatment sector, the Group achieved significant revenue growth in its lens exchange segment, compensating for the losses in the myopia treatment market. For the year ended 31 December 2024 the Group's total revenue reached a record high of HK$715.7 million, compared to HK$714.3 million the previous year. Revenue from lens exchange surgeries hit a new peak at HK$390.8 million for the year ended 31 December 2024, reflecting a 5.1% increase from the prior year. The revenue share from lens exchange surgeries rose to 54.6%, up from 52.8% in 2023. With the addition of revenue from Presbyond, the Group's total revenue from presbyopia treatments increased to 58.8%, compared to 56.6% the previous year.

In the year ended 31 December 2024, the Group achieved a revenue increase for the sixth consecutive time since going public, reaching another record high of HK$715.7 million compared to HK$714.3 million in 2023. The main driver of this growth was the lens exchange surgery segment, which saw a 5.1% year-on-year rise to HK$390.8 million, despite the challenges faced during the year. The robust demand for this presbyopia treatment also fueled growth in the Group's three largest markets, namely Germany, the UK and PRC.

The gross profit fell by 14.6% to HK$286.6 million from 2023, primarily due to the burden of fixed costs associated with new clinics that have not yet reached breakeven, including depreciation and salaries for clinical staff. Additionally, the drop was partly due to increased salaries for frontline staff driven by inflation. When excluding one-time costs like pre-opening expenses, the adjusted gross profit decreased by 12.1% year-on-year to HK$298.5 million. The gross profit margin dropped to 40.0%, a decline of 7.0 percentage points from 2023, while the adjusted gross profit margin decreased to 41.7%, down from 47.5% the previous year.

The Group's EBITDA fell by 18.8% compared to the previous year, totaling HK$228.0 million. When excluding one-time expenses, the adjusted EBITDA decreased by 16.8% year-on-year to HK$240.5 million. The adjusted EBITDA margin declined to 33.6% from 40.5% last year. The net profit after tax was HK$84.4 million, while the adjusted net profit after tax was HK$100.3 million, reflecting decreases of 36.7% and 29.2%, respectively, from the previous year. The net profit attributable to the Company's equity holders fell by 37.3% year-on-year to HK$82.3 million, and the adjusted net profit for equity holders decreased by 29.7% to HK$98.3 million. This decline in the Group's net profit was primarily due to additional costs from new stores that have not yet reached breakeven. The weight the four new clinics – Laser Eye Clinic in London, Hong Kong flagship clinic, and the two German clinics located in Wiesbaden and Kiel – put onto the Group's net profit after tax amounted to HK$43.8 million for the year ended 31 December 2024.

Financial Review

Revenue

The Group is a high-end vision correction service provider in Germany, PRC, Denmark, and the UK. The Group's vision correction services include refractive laser surgery (which includes ReLEx SMILE, Femto LASIK and Presbyond®), phakic lens surgery (ICL), lens exchange surgery (which includes monofocal and trifocal lens exchange surgery) and others (which includes PRK/LASEK and ICRS implantation). The following table sets forth the Group's revenue by product category during the years indicated:

	Year ended 31 December					
	2024	**2024 % of total revenue**	**2023**	**2023 % of total revenue**	**Change**	**Change**
	HK$'000		*HK$'000*		*HK$'000*	*%*
Provision of vision correction services	710,875	99.3	707,897	99.1	2,978	0.4
Training services	3,613	0.5	5,407	0.8	(1,794)	(33.2)
Sales of pharmaceutical products	51	0.0	17	0.0	34	200.0
Other	1,143	0.2	968	0.1	175	18.1
Total	**715,682**	**100.0**	**714,289**	**100.00**	**1,393**	**0.2**

The Group's total revenue for the year ended 31 December 2024 was HK$715.7 million, representing a year-on-year increase of 0.2%, which was mainly due to a robust growth of lens exchange surgeries for presbyopia treatment in Germany, the PRC and the UK.

The Group's revenue was generated from Germany, PRC, Denmark and the UK. As of 31 December 2024, the Group had a total of 34 clinics and consultation centres worldwide. The following table sets forth the Group's revenue by geographical locations during the years indicated:

	Year ended 31 December					
	2024	2024 % of total revenue	2023	2023 % of total revenue	Change	Change
	HK$'000		*HK$'000*		*HK$'000*	*%*
Germany	385,195	53.9	380,916	53.3	4,279	1.1
China	145,468	20.3	144,036	20.2	1,432	1.0
UK	113,381	15.8	101,418	14.2	11,963	11.8
Denmark	71,638	10.0	87,919	12.3	(16,281)	(18.5)
Total	**715,682**	**100.0**	**714,289**	**100.00**	**1,393**	**0.2**

For the year ended 31 December 2024, the Group generated 53.9% of its revenue from Germany, 20.3% from China, 15.8% from the UK, and 10.0% from Denmark.

Costs of Revenue

For the year ended 31 December 2024, the largest cost of revenue incurred continued to be employee benefit expenses, representing 26.6% of the Group's total revenue as compared to 24.0% in 2023, followed by raw materials and consumables, representing 12.5% as compared to 11.8% in 2023 of the Group's total revenue.

	Year ended 31 December		
	2024	**2023**	**Change**
	HK$'000	*HK$'000*	*%*
Employee benefit expenses	190,622	171,399	11.2
Raw materials and consumables	89,242	84,430	5.7
Depreciation of property, plant and equipment	87,583	67,993	28.8
Doctor's fee	4,994	1,791	178.8
Others [(1)]	56,648	53,155	6.6
Total	**429,089**	**378,768**	**13.3**

Note:

(1) Others mainly included clinic, office and consumption expenses, transportation costs, repair and maintenance electricity and other utility expenses, etc.

The total cost of revenue of the Group for the year ended 31 December 2024 Year amounted to HK$429.1 million, representing an increase of 13.3% compared to 2023. The increase was primarily attributable to the increase in employee benefit and depreciation of property, plant and equipment.

Gross Profit and Gross Profit Margin

The following table sets forth the Group's gross profit and gross profit margin for the years indicated:

	Year ended 31 December		
	2024	**2023**	**Change**
	HK$'000	*HK$'000*	*%*
Revenue	715,682	714,289	0.2
Cost of revenue	(429,089)	(378,768)	13.3
Gross profit	286,593	335,521	(14.6)
Gross profit margin	40.0%	47.0%	–7.0 ppt

The gross profit of the Group for the year ended 31 December 2024 declined by 14.6% compared to 2023 with a gross profit margin of 40.0%.

Selling Expenses

The Group's selling expenses for the year ended 31 December 2024 amounted to approximately HK$80.8 million, representing an increase of 10.8% as compared to 2023, mainly due to an increase in advertising and marketing expenditure and depreciation of property, plant and equipment. For the year ended 31 December 2024, the selling expenses amounted to 11.3% of the Group's total revenue as compared to last year's 10.2%.

	Year ended 31 December		
	2024	**2023**	**Change**
	HK$'000	*HK$'000*	%
Advertising and marketing expenditure	58,121	50,641	14.8
Employee benefit expenses	11,807	11,784	0.2
Depreciation of property, plant and equipment	5,764	5,085	13.4
Others	5,078	5,408	(6.1)
Total	**80,770**	**72,918**	**10.8**

Administrative Expenses

The administrative expenses of the Group for the year ended 31 December 2024 amounted to approximately HK$115.7 million, representing an increase of 29.6% as compared to 2023. This was mainly due to the increase in employee benefits, consulting and other service fees, depreciation of property, plant and equipment and the goodwill impairment cost. For the year ended 31 December 2024, the administrative expenses amounted to 16.2% of the Group's total revenue, up from 12.5% last year.

	Year ended 31 December		
	2024	**2023**	**Change**
	HK$'000	*HK$'000*	*%*
Employee benefit expenses	44,503	39,545	12.5
Legal, consulting and other service fee	16,124	11,707	37.7
Depreciation of property, plant and equipment	14,008	9,823	42.6
Goodwill impairment	11,000	–	–
Office and consumption expenses	10,021	10,281	(2.5)
Others	20,050	17,947	11.7
Total	**115,706**	**89,303**	**29.6**

Finance Income and Expenses, Net

The Group's finance income increased by approximately HK$7.1 million, or 36.9%, from approximately HK$19.3 million for the year ended 31 December 2023 to approximately HK$26.5 million for the year ended 31 December 2024. The increase in net finance income was primarily due to the interests income arising from time deposits with Euro amount during 2024.

The Group's finance expenses decreased by approximately HK$6.5 million, or 29.0%, from approximately HK$22.2 million for the year ended 31 December 2023 to approximately HK$15.8 million for the year ended 31 December 2024, which was primarily due to the decrease in foreign exchange loss which arose from the changes in foreign currency exchange rates.

Borrowings

As at 31 December 2024, the Group had outstanding borrowings of approximately HK$0.9 million, which shall be repaid within one year. The borrowings are related to the overdraft cash in bank. As at 31 December 2024, the borrowings were denominated in Great British Pound with floating rate.

Foreign exchange risk

The subsidiaries of the Company mainly operate in Germany, Denmark, the UK, and the PRC with most of the transactions being settled in EUR, Danish Krone, GBP and Renminbi and Hong Kong dollar, respectively. Foreign exchange risk arises when recognised financial assets and liabilities are denominated in a currency that is not the group entities' functional currency. As at 31 December 2024 and 2023, the financial assets and liabilities of the subsidiaries of the Group in Germany, Denmark, the UK, and the PRC were primarily denominated in EUR, DKK, GBP, RMB, and HK$, respectively, which were their respective functional currencies.

As at 31 December 2024, foreign currency exposure of these financial assets and liabilities does not have material impact on the operating results of the Group. Management believes that the foreign exchange risk is immaterial. The Group manages foreign currency risk by closely monitoring the movement of the foreign currency rates. The Group will constantly review the economic situation and its foreign exchange risk profile, and will consider appropriate hedging measures in the future, as may be necessary.

Charge on Group Assets

As at 31 December 2024, the Group had no charges on Group assets.

Capital Commitments

As at 31 December 2024, the Group had no significant capital commitments.

Contingent liabilities

As disclosed in the announcements of the Company dated 20 January 2022 and 28 January 2022, pursuant to the relevant share purchase agreement, the Group was required to pay the contingent consideration payable to the former owners of London Vision Clinic Partners Ltd.

As at 31 December 2024, the Group had contingent consideration payable of approximately HK$39.2 million. As disclosed in the announcements of the Company dated 18 and 21 August 2023, pursuant to the relevant share purchase agreement, the contingent consideration requires the Group to pay the former owners of FreeVis GmbH. As at 31 December 2024, the Group had contingent consideration payable of approximately HK$21.7 million within one year.

Significant investment, material acquisitions and disposal of subsidiaries and associated companies

There were no significant investments held, material acquisitions or disposals of subsidiaries, associates and joint ventures by the Group during the year ended 31 December 2024.

Plans for material investments or capital assets

Save as disclosed in the prospectus of the Company dated 30 September 2019, the capital commitment in relation to the addition of property, plant and equipment and the acquisition by a wholly owned subsidiary of the company of FreeVis GmbH as disclosed in the announcements of the Company dated 18 and 21 August 2023; which will be funded by the proceeds from the Company's global offering, the Group did not have other plans for material investments or capital assets as at 31 December 2024.

Liquidities and financial resources

The liquidity requirements of the Company are primarily attributable to the working capital for the Group's business operations. For the year ended 31 December 2024, the principal source of liquidity of the Company was cash generated from the business operations of the Group and proceeds from the global offering. As at 31 December 2024, the Group had cash and cash equivalents of approximately HK$653.2 million and the cash and cash equivalents were denominated in EUR, RMB, DKK, GBP, HK$ and USD, respectively.

The Group's current ratio (calculated as current assets over current liabilities) was approximately 4.7 as at 31 December 2024 (2023: approximately 4.6).

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as long-term borrowings divided by the total capital. As at 31 December 2024, the gearing ratio is not applicable due to net cash position. The total capital is calculated as equity as shown in the consolidated statement of financial position plus long-term borrowings. The Group did not have long-term borrowing as at 31 December 2024.

There were no material changes in the funding and treasury policy of the Group for the year ended 31 December 2024.

Employees

As at 31 December 2024, the Group had 322 full-time employees. In addition, the Group also engages certain surgeons, conservative ophthalmologists and a member of the senior management via freelance arrangements. Total staff costs including Directors' remuneration and the other staff costs for the year ended 31 December 2024 were HK$246,932,000. Each employee's remuneration was determined in accordance with the individual's responsibilities, competence and skills, experience and performance as well as prevailing market conditions.

The Group intends to grant share options and/or restricted share awards to outstanding employees to recognise and reward the employees who have contributed to the Group's development pursuant to the share schemes adopted by the Company, particulars of which are set out in the sections headed "Share Option Scheme" and "Restricted Share Award Scheme" on pages 34 to 41 and pages 41 to 44, respectively of the 2024 annual report of the Company.

For the year ended 31 December 2023

Business Review

After the lifting of the COVID-19 restrictions in the PRC followed by the opening of the Group's new flagship clinics in Copenhagen, London and Hong Kong, the Group is pleased to announce a record high revenue of HK$714.3 million for the year ended 31 December 2023, representing a 17.0% year-on-year growth. Profit attributable to owners of the Company increased by 46.7% year-on-year to HK$131.2 million while net profit margin increased by 3.7 percentage points from 2022 to 18.4%. The Group achieved HK$280.9 million EBITDA in the year ended 31 December 2023, representing a growth of 31.5% while the EBITDA margin increased by 4.3 percentage points to 39.3%. In the year ended 31 December 2023, each of the Group's revenue and EBITDA reached a new high, surpassing the records set in 2021 – the Group's previous golden year.

The Group has made another progress in expanding its presence in Europe by acquiring leading ophthalmology brands run by a world-renowned ophthalmologist. As announced in announcements of the Company dated 18 August 2023 and 21 August 2023, EuroEyes KG, a wholly-owned subsidiary of the Company, entered into a share purchase agreement to acquire the entire shares in FreeVis GmbH and the entire assets of related eye clinics. The eye clinic, which specializes in lens exchange and refractive laser surgeries, were founded by Prof. C. Knorz, one of the leading experts in the field of refractive surgery and cataract surgery in the 90's, in Mannheim, Germany. Other than expanding the local presence in Germany, the acquisition could also help the Group retain top talents like Prof. C. Knorz, who is internationally recognised as one of the leading experts in the field of refractive surgery and cataract surgery. After the acquisition, Prof. C. Knorz will devote more time to the Group's PRC operation, by bringing his expertise for the international expansion of the Group in Asia. Prof. C. Knorz, due to his reputation and well-connected network, will help the Group in identifying more M&A opportunities for world class surgeons' practice and famous eye clinic chains in the future.

The Group successfully opened two new flagship clinics in the year ended 31 December 2023. One is in Knightsbridge, London, a community next to the famous Harrods. The Group named it Laser Eye Clinic (LEC). The other is in Causeway Bay, Hong Kong, one of the most popular shopping district. Both clinics will be equipped with the newest Visumax 800 from Carl Zeiss AG. The Hong Kong flagship clinic, which occupies 2 floors with a total floor area of 490 square meters on Russell Street, is a Zeiss Excellence center built together with the ZEISS brand. Organic growth is a very important growth pillar that supports the Group's development. The Group's like-for-like clinic revenue growth in the year ended 31 December 2023, that is the growth rate for clinics that have existed for over one year, reached 16.2% while EBITDA growth rate at 38.8%.

Financial Review

In the year ended 31 December 2023, the Group's revenue and gross profit reached an all-time high to HK$714.3 million and HK$335.5 million, with a year-on-year growth of 17.0% and 23.9% respectively. Gross profit margin also improved by 2.6 percentage points to 47.0%. The Group's operating profit increased by 45.7% from 2022 to HK$193.5 million while the operating profit margin improved by 5.3 percentage points to 27.1%. The Group's EBITDA margin reached 39.3% and in Germany, where most of the clinics have entered their mature phase, the EBITDA margin could go as high as close to 50%.

Revenue

The Group is a high-end vision correction service provider in Germany, PRC, Denmark, and the UK. The Group's vision correction services include refractive laser surgery (which includes ReLEx SMILE, Femto LASIK and Presbyond®), phakic lens surgery (ICL), lens exchange surgery (which includes monofocal and trifocal lens exchange surgery) and others (which includes PRK/LASEK and ICRS implantation). The following table sets forth the Group's revenue by product category during the years indicated:

	Year ended 31 December					
	2023	**2023 % of total revenue**	**2022**	**2022 % of total revenue**	**Change**	**Change**
	HK$'000		*HK$'000*		*HK$'000*	*%*
Provision of vision correction services	707,897	99.1	604,766	99.1	103,131	17.1
Rental of ophthalmic equipment	968	0.1	2,472	0.4	(1,504)	(60.8)
Sales of pharmaceutical products	17	0.0	116	0.1	(99)	(85.3)
Other	5,407	0.8	2,937	0.4	2,470	84.1
Total	**714,289**	**100.00**	**610,291**	**100.00**	**103,998**	**17.0**

The Group's total revenue was HK$714.3 million, representing a year-on-year increase of 17.0%, which was mainly due to (i) a robust growth of lens exchange surgeries for presbyopia treatment, including Germany, the PRC, Denmark and the UK; (ii) a significant increase in the number of eye surgeries performed by the Group in both the PRC and Denmark following the removal of restrictions associated with the COVID-19 pandemic; and (iii) an effective temporary pricing strategy adopted in Germany to restore the demand of refractive laser surgery for the younger generation patient group.

The Group's revenue was generated from Germany, the PRC (including Hong Kong), Denmark and the UK. As of 31 December 2023, the Group had a total of 32 clinics and consultation centres worldwide. The following table sets forth the Group's revenue by geographical locations during the periods indicated:

	Year ended 31 December					
	2023	2023 % of total revenue	2022	2022 % of total revenue	Change	Change
	HK$'000		*HK$'000*		*HK$'000*	*%*
Germany	380,916	53.3	335,570	55.0	45,346	13.5
China	144,036	20.2	98,437	16.1	45,599	46.3
UK	101,418	14.2	111,170	18.2	(9,752)	(8.8)
Denmark	87,919	12.3	65,114	10.7	22,805	35.0
Total	**714,289**	**100.00**	**610,291**	**100.0**		

For the year ended 31 December 2023, the Group generated approximately 53.3% of its revenue in Germany, approximately 20.2% in China, approximately 14.2% in UK, and approximately 12.3% in Denmark.

Costs of Revenue

For the year ended 31 December 2023, the largest component of the Group's cost of sales was employee benefits expenses, representing approximately 45.3% of the total cost of sales, followed by raw materials and consumables used, accounting for approximately 22.3% of the total cost of sales.

	Year ended 31 December		
	2023	**2022**	**Change**
	HK$'000	*HK$'000*	*%*
Employee benefit expenses	171,399	140,898	21.6
Raw materials and consumables	84,430	78,333	7.8
Depreciation of property, plant and equipment	67,993	62,696	8.4
Doctor's fee	1,791	8,543	(79.0)
Others (1)	53,155	48,977	8.5
Total	**378,768**	**339,447**	**11.6**

Note:

(1) Others mainly included clinic, office and consumption expenses, transportation costs, repair and maintenance electricity and other utility expenses, etc.

The total cost of revenue of the Group for the year ended 31 December 2023 amounted to HK$378.8 million, representing an increase of 11.6% compared to the corresponding period in 2022. The increase was primarily attributable to the increase in employee benefit expenses as the Group offered full time contracts to doctors and hence doctor's fee, which are mainly for part-time doctors, dropped by 79.0% as compared to 2022.

Gross Profit and Gross Profit Margin

The following table sets forth the Group's gross profit and gross profit margin for the years indicated:

	Year ended 31 December		
	2023	**2022**	**Change**
	HK$'000	*HK$'000*	*%*
Revenue	714,289	610,291	17.0
Cost of revenue	(378,768)	(339,447)	11.6
Gross profit	335,521	270,844	23.9
Gross profit margin	47.0%	44.4%	

The gross profit of the Group for the year ended 31 December 2023 increased by 23.9% compared to the corresponding period in 2022 with a gross profit margin at 47.0%.

Selling Expenses

The Group's selling expenses for the year ended 31 December 2023 amounted to approximately HK$72.9 million, representing an increase of 28.7% as compared to the corresponding period in 2022, which was attributed to an increase in advertising and marketing expenses. For the year ended 31 December 2023, the selling expenses amounted to 10.2% of the Group's total revenue.

	Year ended 31 December		
	2023	**2022**	**Change**
	HK$'000	*HK$'000*	%
Advertising and marketing expenditure	50,641	37,117	36.4
Employee benefit expenses	11,784	11,108	6.1
Depreciation of property, plant and equipment	5,085	4,841	5.0
Others	5,408	3,595	50.4
Total	**72,918**	**56,661**	**28.7**

Administrative Expenses

The administrative expenses of the Group for the year ended 31 December 2023 amounted to approximately HK$89.3 million, representing an increase of 10.7% as compared to the corresponding period in 2022. This was mainly due to the increase in employee benefits and office and consumption expenses.

	Year ended 31 December		
	2023	**2022**	**Change**
	HK$'000	*HK$'000*	*%*
Employee benefit expenses	39,545	34,313	15.2
Legal, consulting and other service fee	11,707	16,361	(28.4)
Depreciation of property, plant and equipment	9,823	9,154	7.3
Office and consumption expenses	10,281	7,578	35.7
Others	17,947	13,236	35.6
Total	**89,303**	**80,642**	**10.7**

Finance Income and Expenses, Net

The Group's finance income increased by approximately HK$12.4 million, or 179.8%, from approximately HK$6.9 million for the year ended 31 December 2022 to approximately HK$19.3 million for the year ended 31 December 2023. The increase in net finance income was primarily due to the interests income arising from time deposits with EUR amount during 2023.

The Group's finance expenses increased by approximately HK$11.5 million, or 107.1%, from approximately HK$10.7 million for the year ended 31 December 2022 to approximately HK$22.2 million for the year ended 31 December 2023, which was primarily due to the increase in foreign exchange loss which arose from the changes in foreign currency exchange rates.

Borrowings

As at 31 December 2023, the Group had outstanding borrowings of approximately HK$0.9 million, which shall be repaid within one year. The borrowings are related to the overdraft cash in bank. As at 31 December 2023, the borrowings were denominated in Great British Pound with floating rate.

Foreign exchange risk

The subsidiaries of the Company mainly operate in Germany, Denmark, the UK and the PRC with most of the transactions being settled in EUR, Danish Krone, GBP, Renminbi and Hong Kong Dollars, respectively. Foreign exchange risk arises when recognised financial assets and liabilities are denominated in a currency that is not the Group entities' functional currency. As at 31 December 2023, the financial assets and liabilities of the subsidiaries of the Group in Germany, Denmark, the UK, and the PRC were primarily denominated in EUR, DKK, GBP, RMB and HK$, respectively, which were their respective functional currencies.

Management believes that the foreign exchange risk mainly arises from the Company's HK$ denominated cash and cash equivalents and other payables. As at 31 December 2023, foreign currency exposure of these financial assets and liabilities does not have material impact on the operating results of the Group. The Group manages foreign currency risk by closely monitoring the movement of the foreign currency rates. The Group will constantly review the economic situation and its foreign exchange risk profile, and will consider appropriate hedging measures in the future, as may be necessary.

Charges on Group Assets

As at 31 December 2023, the Group had no charges on Group assets.

Capital Commitments

Save for the capital commitment of approximately HK$3.7 million in relation to the addition of property, plant and equipment, the Group had no significant capital commitments as at 31 December 2023.

Contingent liabilities

As disclosed in the announcements of the Company dated 20 January 2022 and 28 January 2022, pursuant to the relevant share purchase agreement, the Group was required to pay the contingent consideration payable to the former owners of London Vision Clinic Partners Ltd. As at 31 December 2023, the Group had contingent consideration payable of approximately HK$64.4 million.

According to the share purchase agreement under the Acquisition, the contingent consideration requires the Group to pay the former owners of FreeVis GmbH. As at 31 December 2023, the Group had contingent consideration payable of approximately HK$28.0 million.

Material Acquisitions and Disposals of Subsidiaries, Associates and Joint Ventures

Reference is made to the announcement dated 17 August 2023, the Group acquired and Knorz Vermögensverwaltung GmbH ("**Knorz GmbH**") agreed to sell, the entire equity interests in Freevis GmbH, one of the leading companies in the vision correction industry in Mannheim, Germany (the "**FreeVis Acquisition**"). On the same date of the FreeVis Acquisition, a clinic formerly known as Augenärztliche Privatpraxis Prof. Dr. Michael C. Knorz ("**PMK**"), which was under common control of Prof. Knorz, the FreeVis Acquisition and the PMK were acquired for a total maximum consideration of EUR12,541,893.

The Group has been actively seeking opportunities in the market for the expansion of its service network which can improve the synergy and bring benefits to the Group's ophthalmic services. With the integration of the business of FreeVis GmbH and PMK into the Group, the Group intends to expand its current business in Mannheim, Germany while enhancing its overall market leader status in Germany. In addition, the medical practice of FreeVis GmbH and PMK will offer a full spectrum of ophthalmic services, covering the provision of lens exchange surgery and refractive surgery, which also aligns with the services offered by the Group.

All the conditions precedent of the FreeVis Acquisition have been fulfilled and the completion of the FreeVis Acquisition took place on 25 August 2023.

Save as disclosed above, there were no other material acquisitions and disposals of subsidiaries, associates and joint ventures by the Group for the year ended 31 December 2023.

Significant Investments

To the best knowledge of the Company, there were no significant investments held by the Group for the year ended 31 December 2023.

Plans for material investments or capital assets

Save as disclosed in the prospectus of the Company dated 30 September 2019, the capital commitment in relation to the addition of property, plant and equipment, and the FreeVis Acquisition which will be funded by the proceeds from the Company's global offering, the Group did not have other plans for material investments or capital assets as at 31 December 2023.

Liquidities and financial resources

The liquidity requirements of the Company are primarily attributable to the working capital for the Group's business operations. For the year ended 31 December 2023, the principal source of liquidity of the Company was cash generated from the business operations of the Group and proceeds from the Company's global offering. As at 31 December 2023, the Group had cash and cash equivalents of approximately HK$720.2 million and they were primarily denominated in EUR.

The Group's current ratio (calculated as current assets over current liabilities) was approximately 4.6 as at 31 December 2023. The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as long-term borrowings divided by the total capital. As at 31 December 2023, the gearing ratio is not applicable due to net cash position. The total capital is calculated as "equity" as shown in the consolidated statement of financial position plus long-term borrowings. The Group did not have long-term borrowings as at 31 December 2023.

The Group derives its working capital mainly from cash on hand and net cash from operating activities. The Board expects that the Group will rely on net cash from operating activities in the short run. In the long run, the Group will be mainly funded by net cash from operating activities and, if necessary, by additional bank borrowings, debt financing or equity financing. There were no material changes in the funding and treasury policy of the Group for the year ended 31 December 2023.

Employees

As at 31 December 2023, the Group had 379 full-time employees. In addition, the Group also engages certain surgeons, conservative ophthalmologists and a member of the senior management via freelance arrangements. Total staff costs including Directors' remuneration and the other staff costs for the year ended 31 December 2023 were HK$222,728,000. Each employee's remuneration was determined in accordance with the individual's responsibilities, competence and skills, experience and performance as well as prevailing market conditions.

The Group intends to grant share options and/or restricted share awards to outstanding employees to recognise and reward the employees who have contributed to the Group's development pursuant to the share schemes adopted by the Company, particulars of which are set out in the sections headed "Share Option Scheme" and "Restricted Share Award Scheme" on pages 36 to 43 and 44 to 46, respectively of the 2023 annual report of the Company.

ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION

The following is the text of a report set out on pages II-1 to II-3, received from the Company's reporting accountant, PricewaterhouseCoopers, Certified Public Accountants, Hong Kong for the purpose of incorporation in this circular.

羅兵咸永道

ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF EUROEYES INTERNATIONAL EYE CLINIC LIMITED

Introduction

We report on the historical financial information of FYEO Europe B.V. (the "**Target Company**") and its subsidiaries (together, the "**Target Group**") set out on pages II-4 to II-84, which comprises the consolidated and company statements of financial position as at 31 December 2023, 2024 and 2025, and the consolidated statements of comprehensive income, the consolidated statements of changes in equity and the consolidated statements of cash flows for each of the years ended 31 December 2023, 2024 and 2025 (the "**Track Record Period**") and material accounting policy information and other explanatory information (together, the "**Historical Financial Information**"). The Historical Financial Information set out on pages II-4 to II-84 forms an integral part of this report, which has been prepared for inclusion in the circular of EuroEyes International Eye Clinic Limited (the "**Company**") dated 30 June 2026 (the "**Circular**") in connection with the acquisition of the Target Company by the Company.

Directors' responsibility for the Historical Financial Information

The directors of the Company are responsible for the preparation of Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in Note 2.1 to the Historical Financial Information, and for such internal control as the directors determine is necessary to enable the preparation of Historical Financial Information that is free from material misstatement, whether due to fraud or error.

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The financial statements of the Target Group for the Track Record Period ("**Underlying Financial Statements**"), on which the Historical Financial Information is based, was prepared by the director of the Target Company. The director of the Target Company is responsible for the preparation of the Underlying Financial Statements that gives a true and fair view in accordance with IFRS Accounting Standards, and for such internal control as the director determine is necessary to enable the preparation of Underlying Financial Statements that are free from material misstatement, whether due to fraud or error.

Reporting accountant's responsibility

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200, *Accountants' Reports on Historical Financial Information in Investment Circulars* as issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountant's judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountant considers internal control relevant to the entity's preparation of Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in Note 2.1 to the Historical Financial Information in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Historical Financial Information gives, for the purposes of the accountant's report, a true and fair view of the financial position of the Target Company and the consolidated financial position of the Target Group as at 31 December 2023, 2024 and 2025 and of its consolidated financial performance and its consolidated cash flows for the Track Record Period in accordance with the basis of preparation set out in Note 2.1 to the Historical Financial Information.

Report on matters under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

Adjustments

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements have been made.

PricewaterhouseCoopers
Certified Public Accountants
Hong Kong, 30 June 2026

I. HISTORICAL FINANCIAL INFORMATION OF THE TARGET GROUP

Set out below is the Historical Financial Information which forms an integral part of this accountant's report.

The Underlying Financial Statements, on which the Historical Financial Information is based, were audited by PricewaterhouseCoopers in accordance with International Standards on Auditing issued by the IAASB.

The Historical Financial Information is presented in Euro ("**EUR**") except when otherwise indicated.

Consolidated statements of comprehensive income

		Years ended 31 December		
		2023	**2024**	**2025**
	Note	*EUR*	*EUR*	*EUR*
Revenue	*21*	37,469,887	52,737,588	64,043,354
Cost of sales	*24*	(24,889,406)	(33,185,770)	(39,731,398)
Gross profit		**12,580,481**	**19,551,818**	**24,311,956**
Other income	*22*	–	2,896,697	2,521,023
Other losses, net	*23*	(603)	(2,146,356)	(6,877)
Selling expenses	*24*	(3,358,392)	(4,704,857)	(6,730,454)
Administrative expenses	*24*	(5,307,973)	(7,197,508)	(10,652,230)
Operating profit		**3,913,513**	**8,399,794**	**9,443,418**
Finance income	*26*	1,143	4,277	4,197
Finance costs	*26*	(845,423)	(1,063,376)	(1,075,559)
Finance costs, net		**(844,280)**	**(1,059,099)**	**(1,071,362)**
Profit before income tax		**3,069,233**	**7,340,695**	**8,372,056**
Income tax expense	*27*	(765,240)	(1,966,901)	(2,178,539)
Profit for the year		**2,303,993**	**5,373,794**	**6,193,517**
Other comprehensive income		–	–	–
Total comprehensive income for the year		**2,303,993**	**5,373,794**	**6,193,517**

Consolidated statements of financial position

		As at 31 December		
		2023	**2024**	**2025**
	Note	*EUR*	*EUR*	*EUR*
ASSETS				
Non-current assets				
Property, plant and equipment	*5*	9,321,755	11,714,968	12,616,217
Right-of-use assets	*5*	19,586,907	21,091,435	20,921,705
Goodwill	*6*	9,461,130	9,461,130	9,461,130
Intangible assets	*6*	–	–	546,631
Deferred tax assets	*7*	81,558	222,087	337,029
Other non-current financial assets	*8*	63,149	99,857	119,105
Total non-current assets		**38,514,499**	**42,589,477**	**44,001,817**
Current assets				
Inventories	*9*	909,242	902,582	1,284,409
Trade receivables	*10*	17,495	9,277	7,567
Prepayments and other receivables	*11*	1,443,672	3,545,547	3,807,684
Restricted cash		242,731	280,254	224,098
Cash and cash equivalents	*12*	3,188,073	9,837,404	12,232,396
Total current assets		**5,801,213**	**14,575,064**	**17,556,154**
Total assets		**44,315,712**	**57,164,541**	**61,557,971**

		As at 31 December		
		2023	2024	2025
	Note	*EUR*	*EUR*	*EUR*
EQUITY				
Share capital	13	38	38	38
Share premium		5,299,957	5,299,957	5,299,957
Retained earnings		1,421,374	6,370,168	12,563,685
Total equity		**6,721,369**	**11,670,163**	**17,863,680**
LIABILITIES				
Non-current liabilities				
Loans and borrowings	14	6,122,211	5,084,711	–
Lease liabilities	15	18,380,850	20,033,388	19,996,184
Provisions	16	100,086	99,216	145,000
Deferred tax liabilities	7	762,239	937,939	972,354
Other long-term employee benefits	17	–	–	259,288
Trade and other payables	18	361,067	921,084	935,820
Total non-current liabilities		**25,726,453**	**27,076,338**	**22,308,646**
Current liabilities				
Loans and borrowings	14	1,062,500	2,500,000	2,534,711
Lease liabilities	15	1,522,172	1,918,848	2,231,839
Trade and other payables	18	6,206,652	8,401,163	9,717,965
Contract liabilities	19	3,016,812	3,997,368	4,854,974
Current tax payable		59,754	1,600,661	2,046,156
Total current liabilities		**11,867,890**	**18,418,040**	**21,385,645**
Total liabilities		**37,594,343**	**45,494,378**	**43,694,291**
Total equity and liabilities		**44,315,712**	**57,164,541**	**61,557,971**
Net current liabilities		**(6,066,677)**	**(3,842,976)**	**(3,829,491)**

Consolidated statements of changes in equity

	Share capital *EUR*	Share premium *EUR*	(Accumulated losses)/ Retained earnings *EUR*	Total equity *EUR*
Balance at 1 January 2023 (unaudited)	38	5,299,957	(882,306)	**4,417,689**
Profit for the year	–	–	2,303,993	**2,303,993**
Transactions with owners in their capacity as owners:				
Other transactions with owners	–	–	(313)	**(313)**
Balance at 31 December 2023	38	5,299,957	1,421,374	**6,721,369**
Profit for the year	–	–	5,373,794	**5,373,794**
Transactions with owners in their capacity as owners:				
Dividends paid *(Note 28)*	–	–	(425,000)	**(425,000)**
Balance at 31 December 2024	38	5,299,957	6,370,168	**11,670,163**
Profit for the year	–	–	6,193,517	**6,193,517**
Balance at 31 December 2025	38	5,299,957	12,563,685	**17,863,680**

Consolidated statements of cash flows

	Note	2023 EUR	2024 EUR	2025 EUR
Cash flows from operating activities				
Cash generated from operations	29(a)	9,375,781	15,359,274	16,266,608
Interest received		–	4,277	4,123
Interest paid		(304,721)	(315,964)	(401,488)
Income tax paid		(422,500)	(379,750)	(1,813,571)
Net cash from operating activities		8,648,560	14,667,837	14,055,672
Cash flows from investing activities				
Purchase of property, plant and equipment		(5,523,868)	(6,366,352)	(4,265,412)
Proceeds from sale of property, plant and equipment		9,010	33,743	192,088
Purchase of intangible assets		–	–	(596,325)
Cash deposited into restricted cash accounts		(242,731)	(37,523)	(18,000)
Cash released from restricted cash accounts		–	–	74,156
Net cash used in investing activities		(5,757,589)	(6,370,132)	(4,613,493)
Cash flows from financing activities				
Proceeds from loans and borrowings	29(c)	1,500,000	1,500,000	–
Repayment of loans and borrowings	29(c)	(1,450,000)	(1,100,000)	(5,050,000)
Principal and interest portion of lease payments	29(c)	(1,347,952)	(1,623,374)	(1,997,187)
Dividends paid	28	–	(425,000)	–
Net cash used in financing activities		(1,297,952)	(1,648,374)	(7,047,187)
Net increase in cash and cash equivalents		1,593,019	6,649,331	2,394,992
Cash and cash equivalents at beginning of year		1,595,054	3,188,073	9,837,404
Cash and cash equivalents at end of year		3,188,073	9,837,404	12,232,396

Statements of financial position of the Target Company

		As at 31 December		
		2023	**2024**	**2025**
	Note	*EUR*	*EUR*	*EUR*
ASSETS				
Non-current assets				
Goodwill	33	4,891,066	4,891,066	4,891,066
Investments in subsidiaries	34	4,028,493	4,028,493	4,028,493
Total non-current assets		**8,919,559**	**8,919,559**	**8,919,559**
Current assets				
Prepayments and other receivables	35	3,105,241	5,230,469	1,263,320
Restricted cash		242,731	280,254	224,098
Cash and cash equivalents	36	501,854	17,502	224,361
Total current assets		3,849,826	5,528,225	1,711,779
Total assets		**12,769,385**	**14,447,784**	**10,631,338**
EQUITY				
Share capital	13	38	38	38
Share premium		5,299,957	5,299,957	5,299,957
Retained earnings		(101,992)	(1,582,865)	(3,605,795)
Total equity		**5,198,003**	**3,717,130**	**1,694,200**
LIABILITIES				
Non-current liabilities				
Loans and borrowings	14	6,122,211	5,084,711	–
Deferred tax liabilities		117,908	293,608	440,538
Total non-current liabilities		**6,240,119**	**5,378,319**	**440,538**

		As at 31 December		
		2023	**2024**	**2025**
	Note	*EUR*	*EUR*	*EUR*
Current liabilities				
Loans and borrowings	*14*	1,062,500	2,500,000	2,534,711
Trade and other payables	*37*	195,040	1,244,553	3,772,876
Current tax payable		73,723	1,607,782	2,189,013
Total current liabilities		**1,331,263**	**5,352,335**	**8,496,600**
Total liabilities		**7,571,382**	**10,730,654**	**8,937,138**
Total equity and liabilities		**12,769,385**	**14,447,784**	**10,631,338**

II. NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1. General information

1.1. Reporting entity

FYEO Europe B.V. (the "**Target Company**") is a private limited liability company incorporated and domiciled in the Netherlands on 18 May 2018. The Target Company is registered with the Dutch Chamber of Commerce under number 71683208 having its legal address in Amsterdam and its registered office at Koperslager 6, 5521 DE, Eersel. The Target Company is ultimately owned by Committed Capital Fund I Cooperatie U.A., a private equity fund managed by Committed Capital Management B.V., a company incorporated in the Netherlands with limited liability.

These consolidated financial statements (the 'financial statements') comprise FYEO Europe B.V. and its subsidiaries (together referred to as the "**Target Group**"). The Target Company is the ultimate parent entity of the Target Group. The Target Group operates ophthalmology clinics in the Netherlands and is active in the provision of refractive eye surgery services, including laser treatments and lens implant procedures.

1.2. Financial reporting period

These financial statements cover the years 2023, 2024 and 2025, which respectively ended at the date of statement of financial position of 31 December 2023, 2024 and 2025.

1.3. Going concern

As at 31 December 2023, 2024 and 2025, the Target Group's current liabilities exceeded its current assets by EUR6,066,677, EUR3,842,976 and EUR3,829,491 respectively.

Included in current liabilities as at the respective dates were non-refundable receipts in advance from customers amounting to EUR3,016,812, EUR3,997,368 and EUR4,854,974 respectively. These balances represent prepayments received for refractive eye surgery services yet to be performed and will gradually reduce over time as the Target Group fulfils its service obligations.

Excluding these non-refundable receipts in advance, the Target Group would have recorded net current liabilities of EUR3,049,865 as at 31 December 2023, and net current assets of EUR154,392 and EUR1,025,483 as at 31 December 2024 and 2025 respectively, demonstrating a progressive improvement..

The director of the Target Company is of the opinion that, taking into account the anticipated cash inflows to be generated from the Target Group's operations as well as the possible changes in its operating performance and the continued availability of the Target Group's banking facilities, the Target Group will have sufficient working capital to fulfil its financial obligations as and when they fall due in the coming 12 months from 31 December 2025. Accordingly, these consolidated financial statements have been prepared on a going concern basis.

2. Basis of preparation

2.1. Basis of preparation

The financial statements of the Target Group have been prepared in accordance with IFRS Accounting Standards ("**IFRS**") as issued by the International Accounting Standards Board and the accounting policies have been consistently applied throughout the years ended 31 December 2023, 2024 and 2025. The financial statements have been prepared on a historical cost basis.

The material accounting policy information is disclosed in Note 3.

The preparation of the financial statements in conformity with IFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Target Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to financial statements, are disclosed in Note 2.5.

2.2. Amended standards adopted by the Target Group

For the purpose of preparing the Historical Financial Information, the Target Group has adopted all applicable new and amended standards consistently throughout the years ended 31 December 2023, 2024 and 2025, except for any new or interpretation that are not yet effective.

2.3. New and amended standards not yet adopted

Certain new standards, amendments to standards and Annual Improvements have been issued but are not yet effective and have not been early adopted by the Target Group during the Track Record Period. The Target Group's assessment of the impact of these new standards, amendments to standards and Annual Improvements is set out below:

	New standards, amendments to standards and Annual Improvements	**Effective for annual periods beginning on or after**
Amendments to IFRS 9 and IFRS 7	Classification and Measurement of Financial Instruments	1 January 2026
Amendments to IFRS 9 and IFRS 7	Contracts Referencing Nature-dependent Electricity	1 January 2026
Annual Improvements	Annual Improvements to IFRS Accounting Standards – Volume 11	1 January 2026
IFRS 19 and amendments to IFRS 19	Subsidiaries without Public Accountability: Disclosures	1 January 2027
IFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined

The Target Group will adopt the above new standards, amendments to standards and Annual Improvements as and when they become effective. Further information about those new and amended standards that are expected to be applicable to the Target Group is described below.

IFRS 18 introduces new requirements for presentation within the consolidated statements of comprehensive income, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the consolidated statements of comprehensive income into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new. It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements and the notes. In addition, narrow-scope amendments have been made to IAS 7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. There are also consequential amendments to several other standards. IFRS 18, and the amendments to the other standards, is effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. IFRS 18 will apply retrospectively. The new requirements are expected to impact the Target Group's presentation of the consolidated statements of comprehensive income and disclosures of the Target Group's financial performance. So far, the Target Group considers that the adoption of IFRS 18 is unlikely to have a significant impact on the Target Group's results of operations and financial position.

The director of the Target Company has performed preliminary assessment and do not anticipate any significant impact on the Target Group's financial position and results of operations upon adopting these new and amended standards.

2.4. Functional currency and presentation currency

These consolidated financial statements are presented in euros (EUR), which is the functional currency of the Target Company and its subsidiaries. The Target Group does not have any foreign currency transactions.

2.5. Use of judgements and estimates

The preparation of these consolidated financial statements in accordance with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively in the period in which the estimates are revised and, if applicable, in future periods.

Critical accounting estimates and judgements

Management applies judgement in the application of accounting policies, which affects the amounts recognised in the financial statements. These judgements require management to make assumptions and estimates at the reporting date, which inherently involve estimation uncertainty and may result in a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The principal areas involving judgement, assumptions and estimates are as follows:

1. Recognition of right-of-use assets and lease liabilities

The lease term represents the non-cancellable period of a lease, together with periods covered by an option to extend or terminate the lease when it is reasonably expected that such options will be exercised. The determination of the lease term is based on a number of assumptions, including the contractual terms of the lease, the economic incentives to extend or terminate the lease, the significance of leasehold improvements, and the strategic importance of the underlying asset to the Target Group's operations. Changes in these assumptions may result in a reassessment of the lease term and could have a material impact on the recognised lease liabilities and right-of-use assets.

Lease liabilities are measured at the present value of future lease payments, discounted using the applicable discount rate. When the interest rate implicit in the lease cannot be readily determined, the Target Group applies an incremental borrowing rate. The estimation of the discount rate is based on assumptions including the lease term, the nature of the underlying asset, the currency of the lease, and prevailing market conditions for similar financing arrangements. Changes in these assumptions may affect the discount rate applied and could result in changes to the carrying amounts of lease liabilities and right-of-use assets.

2. Goodwill impairment assessment

The determination of recoverable amounts involves significant assumptions and estimation uncertainty. Fair value less costs of disposal is determined using quoted market prices when available, or otherwise based on independent appraisals. Value-in-use calculations are based on future cash flow projections, which are derived from historical performance, internal business plans approved by the Director, prevailing market conditions and the expected remaining useful lives of the assets.

These cash flows are discounted using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. The selection of the discount rate, as well as assumptions regarding future revenue growth, operating margins and terminal values, require significant judgement and estimation.

Changes in these assumptions could materially affect the outcome of the impairment tests and, consequently, the Target Group's financial position and results of operations. In the event of a significant adverse change in expected future performance and cash flows, an impairment charge may be required to be recognised in the consolidated statements of comprehensive income.

3. Material accounting policy information

3.1. Basis of consolidation

Subsidiaries are all entities over which the Target Group has control. The Target Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date control is obtained and are deconsolidated from the date control ceases.

Upon the loss of control, the Target Group derecognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If the Target Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently it is accounted for as an equity-accounted investee or as a financial asset measured at fair value depending on the level of influence retained. Such financial asset is classified at fair value through profit or loss ("**FVTPL**"), unless the Target Group makes an irrevocable election at initial recognition to present subsequent changes in fair value in other comprehensive income ("**FVOCI**").

Intercompany balances and transactions, and any unrealised income and expenses arising from intercompany transactions are eliminated on consolidation.

The consolidated financial statements include Stichting FYEO Medical (the "**Foundation**"), a Dutch legal entity without share capital that does not issue equity instruments.

The Foundation is consolidated in accordance with IFRS 10 Consolidated Financial Statements. As the Foundation has no equity instruments carrying voting rights, control is assessed based on substantive governance rights rather than ownership interests. The Foundation meets the definition of a structured entity, as its relevant activities are directed through predetermined constitutional mechanisms established in its articles of association.

Management has concluded that the Target Company controls the Foundation on the basis that:

- the Target Company holds substantive decision-making authority through governance rights over the Foundation's relevant activities;
- the Target Company is exposed to variable returns arising from the Foundation's activities, including operational performance of ophthalmic services, strategic and reputational outcomes linked to clinical governance, and alignment with Group-wide quality-of-care objectives; and
- the Target Company has the ability to use its decision-making authority to affect those variable returns.

The Target Company does not provide financial guarantees, liquidity support or credit enhancements to the Foundation. No contractual arrangements require the Target Company to provide funding beyond ordinary intra-group operational flows.

The Foundation's articles of association establish that it has no profit objective and that any surplus must be applied in accordance with its statutory purpose. Asset transfers, major strategic transactions and dissolution require approval of the Foundation's Supervisory Board. These governance features do not impose restrictions on the Target Company's access to the Foundation's assets or settlement of its liabilities beyond regulatory obligations associated with healthcare entities in the Netherlands.

No events occurred during the reporting period that required the Target Company to provide financial support not previously contractually agreed.

3.2. Revenue recognition

The Target Group generates revenue primarily from the provision of refractive eye surgery services, consisting of laser treatments and lens implant procedures. These services are performed at the Target Group's clinics in the Netherlands and represent the Target Group's ordinary activities.

Revenue is measured based on the consideration to which the Target Group expects to be entitled in exchange for the services rendered, stated net of trade discounts, prompt payment discounts, sales returns and value added taxes. The Target Group does not have any contracts where the period between the transfer of the promised services to the customer and payment by the customer exceeds one year. Therefore, as a practical expedient, the Target Group does not adjust the transaction prices for the time value of money.

Accumulated experience is used to estimate and provide for the discounts if needed, using the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur.

Vision correction services

The vision correction services comprise eye surgery and the related pre- and post-surgery eye examination services. Delivery of vision correction services is considered as a single performance obligation given the customer enjoys the benefits from these services in their entirety.

Revenue from providing refractive surgery is recognised over the period in which the services are rendered by reference to the progress towards completion of the performance obligation. The various elements of refractive surgery are performed separately on different dates and each of them is completed within one day. There is no other substantive activity being provided to the customer in between rendering of each element of the services. The Target Group uses the output method to measure the progress towards completion of the performance obligation, based on the completion of substantive treatment milestones.

Customers are generally required to pay in advance of receiving treatment. Amounts received prior to the performance of services are recognised as contract liabilities and are released to revenue when the related surgical procedures are performed. No revenue is recognised for free consultations provided to potential customers, as no enforceable contract exists at that stage.

Contract balances

Amounts received from customers prior to the performance of services are recognised as contract liabilities and released to revenue as the related services are performed. The Target Group does not recognise material contract assets, as services are typically performed shortly after payment is received and the Target Group does not have an unconditional right to consideration before performance of the treatment.

3.3. Other income

Other income comprises income that does not arise from the Target Group's ordinary revenue-generating activities, including, where applicable, incidental income and recoveries.

3.4. Employee benefits

Short-term employee benefits

Short-term employee benefits, including salaries, wages, social security contributions, paid annual leave and bonuses are recognised as an expense in the period in which the related services are provided by the employees. A liability is recognised for the amount expected to be paid if the Target Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. Liabilities for short-term employee benefits are measured at the undiscounted amount expected to be paid.

Pension benefits

The Target Group participates in the industry-wide pension scheme operated by Stichting Bedrijfstakpensioenfonds voor de Detailhandel.

Participation in this pension scheme is mandatory for the Target Group's employees. The pension scheme qualifies as a defined contribution plan for the Target Group in accordance with IAS 19, as the Target Group's obligation is limited to the payment of fixed contributions to the pension fund. The Target Group has no legal or constructive obligation to make additional contributions if the pension fund does not hold sufficient assets to meet its pension obligations.

Pension contributions payable to the pension fund are recognised as an expense in the period that employees render the related services. Contributions that are due but not yet paid at the reporting date are recognised as a liability in the statement of financial position. Any contributions paid in advance are recognised as prepayments to the extent that the Target Group expects to recover such amounts or offset them against future contributions.

At the reporting date, no additional pension obligations exist other than the payment of the defined contributions.

Other long-term employee benefits

Other long-term employee benefits represent the long-term sickness benefits, the payment of which does not occur wholly within twelve months after the end of the period in which the employees render the related services. In accordance with Dutch employment law, the Target Group is obligated to continue to pay wages to employees who are unable to work due to illness for a period of up to 104 weeks. These obligations have not been transferred to pension funds or insurance companies. The long-term sickness benefit is a non-accumulating benefit, as the entitlement does not accrue with the rendering of service and cannot be carried forward. Accordingly, a liability is recognised only when an employee is absent due to long-term illness at the reporting date.

The obligation recognised in the statement of financial position represents the present value of the expected future payments in respect of employees who are absent due to long-term illness at the reporting date, including employer social security contributions, holiday allowance and pension accruals, determined using estimates of future salary increases, the expected duration of absence and the probability of reintegration into the workforce. The future cash flows are discounted using market yields at the end of the reporting period on high-quality corporate bonds that have terms approximating the estimated duration of the obligation.

All changes in the obligation, including current service cost, interest cost and remeasurements arising from changes in actuarial assumptions and experience adjustments, are recognised in profit or loss within employee benefits expense in the period in which they arise. No remeasurements are recognised in other comprehensive income.

3.5. Finance income and finance costs

The Target Group's finance income and finance costs include:

- interest income; and
- interest expense.

Interest income or expense is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

Borrowing costs that are not directly attributable to the acquisition, construction, or production of a qualifying asset are recognised directly in the consolidated income statement using the effective interest method.

3.6. Income taxes

Income tax expense comprises current and deferred tax and is recognised in profit or loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case the tax is also recognised directly in equity or other comprehensive income, respectively.

Current income tax

Current income tax is the expected tax payable or receivable on the taxable profit or loss for the period and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if certain criteria are met.

Deferred income tax

Deferred tax is provided using the liability method on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that, at the time of the transaction, affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;

- taxable temporary differences related to investments in subsidiaries to the extent that the Target Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and

- taxable temporary differences arising on the initial recognition of goodwill.

Temporary differences in relation to a right-of-use asset and a lease liability for a specific lease are regarded as a net package (the lease) for the purpose of recognising deferred tax.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Target Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Target Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if certain criteria are met.

3.7. Property, plant and equipment

Property, plant and equipment are initially recognised at cost, which includes expenditure that is directly attributable to the acquisition of the asset and costs which directly attributable to bringing the assets to a working condition for their intended use. Subsequently, property, plant and equipment are measured at cost less accumulated depreciation and impairment losses.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Target Group.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognised in profit or loss.

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset, being an asset that necessarily takes a substantial period of time to get ready for its intended use or sale, are capitalised as part of the cost of that asset. Capitalisation of borrowing costs commences when expenditures for the asset are being incurred, borrowing costs are being incurred and activities necessary to prepare the asset for its intended use or sale are in progress, and ceases when the asset is substantially ready for its intended use or sale.

Depreciation is charged on a straight-line basis over estimated useful lives from the date the asset is available for use. Useful lives, residual values and depreciation methods are reviewed at least annually.

The estimated useful lives of property, plant and equipment for current and comparative periods are as follows:

- Plant and machinery 5 years
- Equipment 5 years
- Furniture and fittings 5 – 15 years

Furniture and fittings are depreciated over the shorter of their useful life or the lease term, unless the Target Group expects to use the assets beyond the lease term.

3.8. Leases

At inception of a contract, the Target Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Target Group uses the definition of a lease in IFRS 16.

At commencement or on modification of a contract that contains a lease component, the Target Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Target Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Target Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Target Group by the end of the lease term or the cost of the right-of-use asset reflects that the Target Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Target Group's incremental borrowing rate. Generally, the Target Group uses its incremental borrowing rate as the discount rate.

The Target Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;

- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;

- amounts expected to be payable under a residual value guarantee; and

- the exercise price under a purchase option that the Target Group is reasonably certain to exercise, lease payments in an optional renewal period if the Target Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Target Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Target Group's estimate of the amount expected to be payable under a residual value guarantee, if the Target Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Target Group does not recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Target Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

3.9. Intangible assets

Intangible assets

Intangible assets acquired separately are initially measured at cost. Subsequent to initial recognition, intangible assets are measured at cost less accumulated amortisation and impairment losses.

Intangible assets with a finite useful life are amortised on a straight-line basis over their estimated useful lives. The estimated useful lives, residual values and amortisation methods are reviewed at least annually and adjusted prospectively, if appropriate.

Goodwill

Goodwill arises on the acquisition of subsidiaries and represents the excess of consideration transferred over the fair value of identifiable net assets acquired. Goodwill is measured at cost less accumulated impairment losses. Goodwill is not amortised and is tested for impairment annually, or more frequently if indicators of impairment exist, in accordance with IAS 36.

Intellectual property rights

Intellectual property rights are recognised as intangible assets at cost and subsequently measured at cost less accumulated amortisation and impairment losses. These assets have finite useful lives and are amortised on a straight-line basis over their estimated useful lives.

Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives and is generally recognised in profit or loss. Goodwill is not amortised. The estimated useful lives of the concessions, permits and intellectual property rights is 5 years. Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

3.10. Impairment of non-financial assets

The carrying amounts of the Target Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill and intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each year at the same time.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating unit (CGU). Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or its related CGUs exceeds its estimated recoverable amount.

Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (group of CGUs), and then to reduce the carrying amounts of the other assets in the CGU (group of CGUs) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

3.11. Inventories

Inventories are measured at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method and comprises purchase costs and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value represents the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

Provisions are made, when necessary, for obsolete, slow moving and defective inventory.

Inventories mainly consist of medical supplies held for use in the provision of refractive surgery services.

3.12. Financial instruments

Recognition and initial measurement

Financial instruments comprise financial assets and financial liabilities and include, among others, trade and other receivables, cash and cash equivalents, loans and borrowings and trade and other payables.

Trade receivables issued are initially recognised when they originate. All other financial assets and financial liabilities are initially recognised when the Target Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss ("**FVTPL**"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Financial assets

Financial assets are subsequently measured at amortised cost when they are held within a business model whose objective is to hold assets in order to collect contractual cash flows and where the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Financial assets are not reclassified subsequent to their initial recognition unless the Target Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

Financial assets – business model assessment

The Target Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Target Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Target Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets – Assessment whether contractual cash flows are solely payments of principal and interest:

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Target Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Target Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features;
- prepayment and extension features; and
- terms that limit the Target Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets at amortised cost are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

The Target Group has no financial assets which are measured at FVOCI and/or FVTPL.

Financial liabilities

Financial liabilities are initially recognised at fair value, net of directly attributable transaction costs. Subsequent to initial recognition, financial liabilities are measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Derecognition

Financial assets

The Target Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Target Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Target Group enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

Financial liabilities

The Target Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Target Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

Impairment of financial assets

The Target Group recognises impairment losses for financial assets measured at amortised cost based on the expected credit loss ("**ECL**") model.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. 12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). The maximum period considered when estimating ECLs is the maximum contractual period over which the Target Group is exposed to credit risk.

The Target Group measures loss allowances at an amount equal to lifetime ECLs, except for 1) bank balances for which credit risk i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition and 2) Other receivables, which both are measured at 12-month ECLs.

Other receivables mainly comprise amounts receivable from third parties. Management considered that the credit risk associated with these receivables has not increased significantly since initial recognition. Therefore, the impairment provision, determined based on 12-month expected credit losses, was assessed to be close to zero.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Target Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Target Group's historical experience and informed credit assessment and including forward-looking information.

The Target Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due and there is no reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

The Target Group considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Target Group in full, without recourse by the Target Group to actions such as realising security (if any is held); or

- the financial asset is more than 90 days past due.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Target Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Target Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default;
- the restructuring of a loan or advance by the Target Group on terms that the Target Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount is presented in the consolidated statements of financial position only when the Target Group has a currently enforceable legal right to offset the recognised amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The legally enforceable right to offset must not be contingent on future events and must be enforceable in the normal course of business as well as in the event of default, insolvency or bankruptcy of the Target Group or the counterparty.

3.13. Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses.

Trade receivables generally arise from contracts with customers and represent amounts due from customers for services provided.

Other receivables comprise amounts due from third parties, and prepayments, which represent payments made in advance for goods or services to be received in future periods.

3.14. Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, balances with banks and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value.

3.15. Provisions and contingent liabilities

Provisions are recognised when the Target Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made.

Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the reporting date. Where the effect of the time value of money is material, provisions are discounted using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Contingent liabilities are not recognised in the statement of financial position but are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

Litigation provision

The provision for litigation relates to claims and disputes involving the Target Group arising in the ordinary course of business. The timing and amount of any resulting cash outflows are subject to uncertainty and depend on the outcome of future events.

Provisions related to such claims are measured at management's best estimate of the expenditure required to settle the obligation at the reporting date. In determining the amount of the provision, management considers all relevant facts and circumstances, including the nature of the claim, available evidence, past experience with similar matters, and legal advice received from internal and external counsel.

3.16. Trade and other payables

Trade and other payables are recognised initially at fair value and subsequently at amortised cost. If the difference between the discounted and nominal value is not material, trade and other payables are stated at cost.

4. Subsidiaries

The consolidated financial statements comprise FYEO Europe B.V. and its subsidiaries included in the consolidation as at the reporting dates.

The table below provides an overview of the subsidiaries included in the consolidation, together with their principal activities and ownership interests.

Name of entity	Country of incorporation	Principal activity	Issued/ paid-in capital	Ownership interest held as at 31 December 2023, 2024 and 2025	Basis of control
FYEO B.V.	The Netherlands	Provision of refractive eye surgery services	EUR18,000	100%	Voting rights
FYEO Medical Group B.V.	The Netherlands	Holding and management activities	EUR18,002	100%	Voting rights
Stichting FYEO Medical *(Note)*	The Netherlands	Medical support and related activities	N/A *(Note)*	No equity interest	Governance rights

Note:

The Target Group consolidates Stichting FYEO Medical, a non-profit Dutch foundation without share capital, under IFRS 10. Control is established through substantive governance rights rather than ownership interests. For details, please refer to Note 3.1.

5. Property, plant and equipment and right-of-use assets

Property, plant and equipment

	Plant and machinery	Equipment	Furniture and fittings	Assets under construction	Total
	EUR	*EUR*	*EUR*	*EUR*	*EUR*
Balance as at 1 January 2023 (Unaudited)					
Cost	3,434,142	2,147,207	4,088,198	394,308	10,063,855
Accumulated depreciation	(1,257,753)	(1,346,127)	(1,880,638)	–	(4,484,518)
Net book amount	2,176,389	801,080	2,207,560	394,308	5,579,337
Year ended 31 December 2023					
Opening net book amount	2,176,389	801,080	2,207,560	394,308	5,579,337
Additions	1,410,808	288,623	2,571,540	1,151,199	5,422,170
Disposals	(4,080)	–	(3,597)	(1,936)	(9,613)
Depreciation	(751,724)	(205,660)	(712,755)	–	(1,670,139)
Reclassification	267,891	15,441	70,799	(354,131)	–
	3,099,284	**899,484**	**4,133,547**	**1,189,440**	**9,321,755**
Balance as at 31 December 2023					
Cost	5,091,864	2,422,594	6,732,606	1,189,440	15,436,504
Accumulated depreciation	(1,992,580)	(1,523,110)	(2,599,059)	–	(6,114,749)
Net book amount	**3,099,284**	**899,484**	**4,133,547**	**1,189,440**	**9,321,755**

	Plant and machinery EUR	Equipment EUR	Furniture and fittings EUR	Assets under construction EUR	Total EUR
Balance as at 1 January 2024					
Cost	5,091,864	2,422,594	6,732,606	1,189,440	15,436,504
Accumulated depreciation	(1,992,580)	(1,523,110)	(2,599,059)	–	(6,114,749)
Net book amount	3,099,284	899,484	4,133,547	1,189,440	9,321,755
Year ended 31 December 2024					
Opening net book amount	3,099,284	899,484	4,133,547	1,189,440	9,321,755
Additions	3,158,577	520,570	1,948,306	1,553,559	7,181,012
Disposals/write off *(Note)*	(210,590)	(206,612)	(1,762,897)	–	(2,180,099)
Depreciation	(1,360,604)	(278,332)	(968,764)	–	(2,607,700)
Reclassification	744,831	98,401	346,208	(1,189,440)	–
	5,431,498	**1,033,511**	**3,696,400**	**1,553,559**	**11,714,968**
Balance as at 31 December 2024					
Cost	8,732,807	2,800,835	7,160,954	1,553,559	20,248,155
Accumulated depreciation	(3,301,309)	(1,767,324)	(3,464,554)	–	(8,533,187)
Net book amount	**5,431,498**	**1,033,511**	**3,696,400**	**1,553,559**	**11,714,968**

Note:

In August 2024, a fire occurred at the Target Group's clinic in Arnhem. The incident resulted in the write-off of property, plant and equipment destroyed by the fire, with a carrying amount of EUR 2,146,697. The resulting loss on the write-off is recognised within "Other losses, net" (note 23).

In connection with the incident, the Target Group recognised insurance compensation in respect of the damaged assets and for business interruption, which is presented within "Other income" (note 22). Capital expenditure incurred for the reconstruction of the clinic's assets has been included within additions to property, plant and equipment. The Arnhem clinic resumed partial operations in December 2024 and became fully operational in March 2025.

	Plant and machinery	Equipment	Furniture and fittings	Assets under construction	Total
	EUR	*EUR*	*EUR*	*EUR*	*EUR*
Balance as at 1 January 2025					
Cost	8,732,807	2,800,835	7,160,954	1,553,559	20,248,155
Accumulated depreciation	(3,301,309)	(1,767,324)	(3,464,554)	–	(8,533,187)
Net book amount	**5,431,498**	**1,033,511**	**3,696,400**	**1,553,559**	**11,714,968**
Year ended 31 December 2025					
Opening net book amount	5,431,498	1,033,511	3,696,400	1,553,559	11,714,968
Additions	2,141,942	325,560	1,601,210	228,338	4,297,050
Disposals	(126,109)	(30,449)	(42,407)	–	(198,965)
Depreciation	(1,791,919)	(392,309)	(1,012,608)	–	(3,196,836)
Reclassification	146,650	158,460	1,248,449	(1,553,559)	–
	5,802,062	**1,094,773**	**5,491,044**	**228,338**	**12,616,217**
Balance as at 31 December 2025					
Cost	10,858,357	3,254,406	9,966,648	228,338	24,307,749
Accumulated depreciation	(5,056,295)	(2,159,633)	(4,475,604)	–	(11,691,532)
Net book amount	**5,802,062**	**1,094,773**	**5,491,044**	**228,338**	**12,616,217**

Depreciation of property, plant and equipment has been charged to the consolidated statements of comprehensive income as follows:

	2023	2024	2025
	EUR	*EUR*	*EUR*
Cost of sales	1,509,273	2,373,832	2,898,458
Administrative expenses	160,866	233,868	298,378
Total	**1,670,139**	**2,607,700**	**3,196,836**

Right-of-use assets

	Buildings	Equipment	Vehicles	Total
	EUR	*EUR*	*EUR*	*EUR*
Balance as at 1 January 2023 (unaudited):				
Net book amount	**11,728,820**	**66,187**	**124,072**	**11,919,079**
Opening net book amount	11,728,820	66,187	124,072	11,919,079
Additions	8,287,780	350,698	221,794	8,860,272
Depreciation	(1,082,348)	(28,469)	(81,627)	(1,192,444)
	18,934,252	388,416	264,239	19,586,907
Balance as at 31 December 2023				
Net book amount	**18,934,252**	**388,416**	**264,239**	**19,586,907**
Year ended 31 December 2024				
Opening net book amount	18,934,252	388,416	264,239	19,586,907
Additions	2,710,365	116,236	196,333	3,022,934
Depreciation	(1,340,843)	(81,205)	(96,358)	(1,518,406)
	20,303,774	423,447	364,214	21,091,435

	Buildings	Equipment	Vehicles	Total
	EUR	*EUR*	*EUR*	*EUR*
Balance as at 31 December 2024				
Net book amount	**20,303,774**	**423,447**	**364,214**	**21,091,435**
Year ended 31 December 2025				
Opening net book amount	20,303,774	423,447	364,214	21,091,435
Additions	1,407,670	59,070	97,412	1,564,152
Depreciation	(1,520,836)	(98,345)	(114,701)	(1,733,882)
	20,190,608	384,172	346,925	20,921,705
Balance as at 31 December 2025				
Net book amount	**20,190,608**	**384,172**	**346,925**	**20,921,705**

Amounts recognised in the consolidated statements of comprehensive income

	2023	2024	2025
	EUR	*EUR*	*EUR*
Depreciation charge right-of-use assets			
Buildings	1,082,348	1,340,843	1,520,836
Equipment	28,469	81,205	98,345
Vehicles	81,627	96,358	114,701
	1,192,444	1,518,406	1,733,882
Interest on lease liabilities	471,937	649,654	708,822
Expenses relating to short-term leases	21,702	821	4,868

Amounts recognised in the consolidated statements of cash flows

	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Operating cash outflow relating to short-term leases	21,702	821	4,868
Financing cash outflow relating to principal and interest portion of lease payments	1,347,952	1,623,374	1,997,187
Total cash outflow for leases	1,369,654	1,624,195	2,002,055

Extension options

Some property leases contain extension options exercisable by the Target Group up to 12 months before the end of the non-cancellable contract period. Where possible and appropriate, the Target Group seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Target Group and not by the lessors. The Target Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. The Target Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control.

6. Intangible assets

6.1. Movement in intangible assets

The composition and changes were as follows:

	Goodwill	**Intellectual property rights**	**Total**
	EUR	*EUR*	*EUR*
Balance as at 1 January 2023, 31 December 2023 and 2024	9,461,130	–	9,461,130
Year ended 31 December 2025			
Additions	–	596,325	596,325
Amortisation	–	(49,694)	(49,694)
	–	546,631	546,631
Balance as at 31 December 2025:			
Cost	9,461,130	596,325	10,057,455
Accumulated amortisation	–	(49,694)	(49,694)
Net book amount	**9,461,130**	**546,631**	**10,007,761**

Amortisation of intangible assets has been charged to the consolidated statements of comprehensive income as follows:

	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Administrative expenses	–	–	49,694

6.2. Goodwill

The balance of goodwill allocated to the each group of CGUs below, which represented the operational locations in the Southern ("**South**"), Northwestern ("**Northwest**"), and Eastern ("**East**") regions of the Netherlands.

	As at 31 December		
	2023	**2024**	**2025**
CGUs	*EUR*	*EUR*	*EUR*
South	4,891,065	4,550,580	4,550,580
Northwest	4,570,065	4,570,065	4,570,065
East	–	340,485	340,485
Total	**9,461,130**	**9,461,130**	**9,461,130**

Impairment tests for goodwill

The Target Group performed impairment reviews for goodwill annually. As at 31 December 2023, 2024 and 2025, for impairment review purpose, the recoverable amounts of CGUs are determined based on the higher amount of the fair value less cost of disposal ("**FVLCD**") and value-in-use ("**VIU**"). The recoverable amounts of the CGUs were determined based on VIU, as VIUs were determined to be higher than FVLCD.

The VIU calculations use pre-tax cash flow projections based on financial budgets prepared by the management. The Target Group believes that it is appropriate to cover a 5-year period in its cash flow projection, because it captures the development stage of the Target Group's businesses during which the Target Group expects to experience a high growth rate. The accuracy and reliability of the information is reasonably assured by the appropriate budgeting, forecast and control process established by the Target Group. The management leveraged their extensive experience in the industry and provided forecast based on past performance and their expectation of future business plans and market developments. The discount rate used is pre-tax and reflects specific risks relating to the business. The cash flows are extrapolated using the long-term growth rate.

Impact of possible changes in key assumptions

The key assumptions used for value-in-use calculations in 2023, 2024 and 2025 are as follows:

	2023	**2024**	**2025**
Northwest			
Revenue growth rate	5.0%	5.0%	5.0%
Long-term growth rate	2.0%	2.0%	2.0%
Pre-tax discount rate	20%	19%	19%
East			
Revenue growth rate	–	5.0%	5.0%
Long-term growth rate	–	2.0%	2.0%
Pre-tax discount rate	–	19%	19%
South			
Revenue growth rate	5.0%	5.0%	5.0%
Long-term growth rate	2.0%	2.0%	2.0%
Pre-tax discount rate	20%	19%	19%

The recoverable amount of the CGUs estimated to exceed the carrying amount of the CGU at 31 December 2023, 2024 and 2025 are as follows:

	2023	**2024**	**2025**
	EUR (million)	*EUR (million)*	*EUR (million)*
Northwest			
Recoverable amount	21.7	35.9	21.1
Headroom	10.9	23.8	10.2
East			
Recoverable amount	–	66.6	50.0
Headroom	–	55.5	48.1
South			
Recoverable amount	25.0	71.6	62.6
Headroom	16.3	64.4	55.5

There is no impairment required on goodwill as at 31 December 2023, 2024 and 2025. A reasonable change in assumptions would not result in impairment, therefore the disclosure of sensitivity analysis is not considered necessary.

7. Deferred tax

	As at 31 December		
	2023	2024	2025
	EUR	*EUR*	*EUR*
Deferred tax assets	5,134,980	5,663,677	5,734,828
Deferred tax liabilities	(5,815,661)	(6,379,529)	(6,370,154)
Net deferred tax liabilities	**(680,681)**	**(715,852)**	**(635,326)**

Deferred tax assets and liabilities	**As at 1 January 2023 (unaudited)**			**As at 31 December 2023**	
	Assets	**Liabilities**	**Recognised in income statement**	**Assets**	**Liabilities**
	EUR	*EUR*	*EUR*	*EUR*	*EUR*
Property, plant and equipment	–	–	(644,331)	–	(644,331)
Goodwill	–	–	(117,908)	–	(117,908)
Right of use assets	–	(3,075,042)	(1,978,380)	–	(5,053,422)
Lease liabilities	3,075,042	–	2,059,938	5,134,980	–
	3,075,042	**(3,075,042)**	**(680,681)**	**5,134,980**	**(5,815,661)**
Offsetting deferred tax assets and liabilities	(3,075,042)	3,075,042	–	(5,053,422)	5,053,422
Net carrying amount	**–**	**–**	**(680,681)**	**81,558**	**(762,239)**

Deferred tax assets and liabilities	**As at 1 January 2024**			**As at 31 December 2024**	
	Assets	**Liabilities**	**Recognised in income statement**	**Assets**	**Liabilities**
	EUR	*EUR*	*EUR*	*EUR*	*EUR*
Property, plant and equipment	–	(644,331)	300,090	–	(344,241)
Reinvestment reserve *(Note)*	–	–	(300,090)	–	(300,090)
Goodwill	–	(117,908)	(175,700)	–	(293,608)
Right of use assets	–	(5,053,422)	(388,168)	–	(5,441,590)
Lease liabilities	5,134,980	–	528,697	5,663,677	–
	5,134,980	**(5,815,661)**	**(35,171)**	**5,663,677**	**(6,379,529)**
Offsetting deferred tax assets and liabilities	(5,053,422)	5,053,422	–	(5,441,590)	5,441,590
Net carrying amount	**81,558**	**(762,239)**	**(35,171)**	**222,087**	**(937,939)**

Deferred tax assets and liabilities	**As at 1 January 2025**			**As at 31 December 2025**	
	Assets	**Liabilities**	**Recognised in income statement**	**Assets**	**Liabilities**
	EUR	*EUR*	*EUR*	*EUR*	*EUR*
Property, plant and equipment	–	(344,241)	(187,575)	–	(531,816)
Reinvestment reserve *(Note)*	–	(300,090)	300,090	–	–
Goodwill	–	(293,608)	(146,930)	–	(440,538)
Right of use assets	–	(5,441,590)	43,790	–	(5,397,800)
Lease liabilities	5,663,677	–	71,152	5,734,829	–
	5,663,677	**(6,379,529)**	**80,527**	**5,734,829**	**(6,370,154)**
Offsetting deferred tax assets and liabilities	(5,441,590)	5,441,590	–	(5,397,800)	5,397,800
Net carrying amount	**222,087**	**(937,939)**	**80,527**	**337,029**	**(972,354)**

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority. There are no unrecognised tax losses in the Target Group in the years 2023, 2024 and 2025.

Note:

The deferred tax liability for the Reinvestment Reserve arises from a specific provision under Dutch tax law related to the fire incident in 2024 as disclosed in Note 5.

The capital gain arises from the insurance compensation received for the damaged assets is permitted by Dutch tax law to carry over to a special tax deferral reinvestment reserve, which must be deducted from the acquisition cost of the later acquired assets for replacement of the damaged assets. The reinvestment reserve can be maintained for not more than three consecutive years. For the remainder of the reserve that has not been fully applied after three years, it will be released to the taxable profit.

Accordingly, taxable temporary difference arose due to the reinvestment reserve for the capital gain arising from the insurance compensation received for damaged assets, and a corresponding deferred tax liability of EUR300,090 was recognised in 2024. The capital expenditure for replacement of damaged assets were incurred in 2025 and the reinvestment reserve was fully utilised for tax purposes by reducing the tax base of the new assets. Accordingly, the deferred tax liability of EUR300,090 as at year ended 31 December 2024 was fully released in 2025.

8. Other non-current financial assets

Other non-current financial assets is measured at amortised cost.

	As at 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Security deposits	63,149	99,857	119,105
Total non-current financial assets	**63,149**	**99,857**	**119,105**

The other non-current financial assets are considered to be low credit risk because of the high-credit quality of the vendors. The Target Group has assessed that the 12 months expected credit losses for these receivables are minimal, and thus, no loss allowance provision was recognised during the years ended 31 December 2023, 2024 and 2025.

9. Inventories

	As at 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Medical supplies	909,242	902,582	1,284,409
Provision for impairment	–	–	–
Total inventories – net	**909,242**	**902,582**	**1,284,409**

10. Trade receivables

	As at 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Trade receivables – gross	17,495	9,277	7,567
Less: Loss allowance	–	–	–
Trade receivables – net	**17,495**	**9,277**	**7,567**

Majority of the Target Group's sales require advance payments from customers. The remaining amounts are primarily receivable from insurance companies who settle surgery fees on a regular basis. As at 31 December 2023, 2024 and 2025, the ageing analysis of the trade receivables based on the invoice date is as follows:

	As at 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Within 6 months	17,495	9,277	7,567

The carrying amounts of trade receivables are denominated in EUR.

The credit risk of trade receivables is considered to be limited, as customers are generally required to pay in advance of receiving treatment. Amounts received from customers in advance of the performance of services are recognised as contract liabilities and disclosed in Note 19.

11. Prepayments and other receivables

	As at 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Prepayments	981,091	1,164,316	884,391
Other receivables	462,581	688,598	1,594,388
Insurance receivables	–	1,692,633	1,328,905
Total prepayments and other receivables	**1,443,672**	**3,545,547**	**3,807,684**

The prepayments and other receivables do not include amounts with a duration of more than one year. Other receivables mainly comprise amounts receivable from third parties. The other receivables are considered to be low credit risk primarily because historically they had no history of default. The Target Group has assessed that the 12 months expected credit losses for these receivables are minimal. and thus, no loss allowance provision was recognised during the years ended 31 December 2023, 2024 and 2025.

The carrying amounts of other receivables are denominated in EUR.

12. Cash and cash equivalents

	As at 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Cash in banks	3,187,013	9,835,734	12,230,676
Cash on hand	1,060	1,670	1,720
Total cash and cash equivalents	**3,188,073**	**9,837,404**	**12,232,396**

Cash and cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

The carrying amounts of cash and cash equivalents are denominated in EUR.

13. Share capital

The issued capital of the Target Company comprises Class A Ordinary Shares, Class B Non-Voting Shares, Class C Non-Voting Shares, and Class D Non-Voting Shares. There were no movements in the number of issued shares for any class during the years ended 31 December 2023, 2024, and 2025.

	As at 1 January 2023, 31 December 2023, 2024 and 2025		
	Number of shares	**Par value per shares** *(EUR)*	**Total nominal value of shares** *(EUR)*
Class A Ordinary Shares ("**A Shares**")	3,600	0.005	18
Class B Non-Voting Shares ("**B Shares**")	28	0.01	*
Class C Non-Voting Shares ("**C Shares**")	400,000	0.00005	20
Class D Non-Voting Shares ("**D Shares**")	4,041	0.00005	*
Total	407,669		38

* *Less than EUR1*

The share capital of the Company comprises four classes of shares, the voting rights and restrictions on the distribution of dividends of each class of share as below:

Voting Rights

Each A Share entitles the holder to exercise one vote on all matters subject to the vote at general meetings of the Company. The holders of other classes of shares are not entitled to vote at general meetings of the Company.

Restrictions on the distribution of dividends

Pursuant to the Articles of Association, the distribution of distributable profits, after the retention of legal reserves, is subject to a specific waterfall sequence. Distributions are made annually, only upon approval by the Board of Directors, in the following order of priority

1. First, on the A shares until the cumulative amount distributed reaches a total of EUR 10 million.

2. Thereafter, on the B shares until an amount equal to the original capital paid (nominal value plus share premium) has been received.

3. Subsequently, on the C shares until the cumulative amount reaches a total of EUR 12.22 million, plus the amount paid on the C shares between 1 May 2021 and 31 December 2021 (capped at EUR 1 million).

4. Following this, on the D shares until an amount equal to the original capital paid (nominal value plus share premium) has been received.

5. Any remaining profit available for distribution thereafter will be distributed pro-rata between the C shares and D shares. Following these distributions, no further distributions of profit will be made on the A or B shares.

14. Loans and borrowings

	As at 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Loans from financial institutions	5,434,711	5,834,711	2,534,711
Subordinated loans	1,750,000	1,750,000	–
Total loans and borrowings	**7,184,711**	**7,584,711**	**2,534,711**
Current portion of loans and borrowings			
Loans from financial institutions	1,062,500	750,000	2,534,711
Subordinated loans	–	1,750,000	–
Total current loans and borrowings	**1,062,500**	**2,500,000**	**2,534,711**
Non-current portion of loans and borrowings			
Loans from financial institutions	4,372,211	5,084,711	–
Subordinated loans	1,750,000	–	–
Total non-current loans and borrowings	**6,122,211**	**5,084,711**	**–**

Loans available and drawn during the years ended 31 December 2023, 2024 and 2025

Fixed interest loan

The loan with principal amount of EUR2,000,000 was granted to finance the acquisition of business in the Target Group. Repayments were made over a period of 4 years. The interest rate was initially set at 3.4% and was subsequently increased in 2023 to a fixed rate of 7.35% fixed. Repayment was made through quarterly installments of EUR125,000 each, commencing on 1 January 2021. The loan was fully repaid during 2024.

The loan with principal amount of EUR3,000,000 was granted to finance the acquisition of business activities. Repayments are made over a period of 5 years at a fixed interest rate of 3.30%. Effective 1 July 2021, the quarterly repayment obligations amounts to EUR75,000, together with one-time bullet repayment of EUR1,500,000 due on 1 July 2026.

The loan with principal amount of EUR1,409,711 was granted to partially finance the purchase price of one of the acquisitions. Repayments are made over a period of 5 years. The interest rate is the 3-month EURIBOR rate fixed on the first day of the fixed-interest period, plus a 4% margin, applicable until July 2026. Effective 1 October 2022, the quarterly repayment obligations amount to EUR37,500, along with a one-time repayment of the outstanding balance on 1 July 2026.

Capital expenditure facility ("**Capex facility**")

A Capex facility of EUR3,000,000, intended to finance tangible fixed assets over a 2.5 years period, was fully drawn down between 2023 to 2025. The interest rate applicable to the Capex facility is based on the EURIBOR rate for the selected interest period plus a margin of 3.85%. The loan was fully repaid in 2025.

As at 31 December 2023, 2024, and 2025, the Target Group had aggregate banking facilities of EUR8,684,711, EUR7,584,711, and EUR2,534,711, respectively, of which EUR1,500,000, nil, and nil remained unutilised as at the respective dates.

Subordinated loans

These loans amounting to EUR750,000 and EUR1,000,000, respectively, were granted to finance the purchase price of the shares in FYEO Group B.V. at an interest rate of 4%. The total debt was subordinated to all current and future debts to a bank. The loans were fully repaid in 2025.

Guarantees

The borrower has provided collateral to a bank for the above debts in the form of:

- joint and several liability of all entities for all debts owed to the lender;
- first lien on (claim) rights from agreement to buy and sell all shares in FYEO Medical Group B.V. provided by FYEO Europe B.V.;
- first lien on all shares in the capital of FYEO Medical Group B.V. by FYEO Europe B.V. and a first lien on all shares in FYEO B.V. provided by FYEO Medical Group B.V.;
- first (silent) lien on the rights under the purchase agreement ("**Asset Purchase Agreement World Eye**");
- first lien on all business equipment, other operating assets, receivables from trade debtors and stock, except stock pledged to an equipment supplier, of each debtor;
- first lien on FYEO's trademark rights;
- compete joint and several liability agreement to be issued by each debtor;
- subordination of the loan in the principal amount of EUR1,000,000 provided to FYEO Europe B.V, due to repayment in 2025 not applicable anymore;
- subordination of the loan with a principal amount of EUR750,000 provided to FYEO Europe B.V., due to repayment in 2025 not applicable anymore.

The financing agreement entered into by FYEO Europe B.V. with the bank includes a financial covenant that apply to the full financing. The agreed covenant is:

- Senior net leverage of no more than 2 as of 31 December 2025 (2 as of 31 December 2024 and 2 as of 31 December 2023). The senior net leverage covenant is tested annually in accordance with the financing agreements. Management monitors compliance with the covenant on an ongoing basis and concluded that FYEO Europe B.V. was in compliance with the covenant as at the reporting dates.

As at 31 December 2023, 2024 and 2025, the non-current loans and borrowings subject to the agreed covenant amounted to EUR4,372,211, EUR5,084,711 and nil respectively.

The carrying amount of loans and borrowings are denominated in EUR.

15. Lease liabilities

The Target Group enters into lease arrangements primarily for buildings and office premises, office equipment and vehicles used in the ordinary course of its operations.

	As at 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Balance as at 1 January	11,918,765	19,903,022	21,952,236
Payment of lease liabilities	(1,347,952)	(1,623,374)	(1,997,187)
New leases	8,860,272	3,022,934	1,564,152
Interest expense	471,937	649,654	708,822
Balance as at 31 December	**19,903,022**	**21,952,236**	**22,228,023**
Current	1,522,172	1,918,848	2,231,839
Non-current	18,380,850	20,033,388	19,996,184
	19,903,022	**21,952,236**	**22,228,023**

16. Provisions

	Litigation
	EUR
Balance at 1 January 2023 (unaudited)	**75,000**
Provisions made during the year	25,086
Balance at 31 December 2023	**100,086**
Non-current	100,086
Current	–
Total provisions	**100,086**

	Litigation
	EUR
Balance at 1 January 2024	**100,086**
Unused amounts reversed	(870)
Balance at 31 December 2024	**99,216**
Non-current	99,216
Current	–
Total provisions	**99,216**

	Litigation
	EUR
Balance at 1 January 2025	**99,216**
Provisions made during the year	45,784
Balance at 31 December 2025	**145,000**
Non-current	145,000
Current	–
Total provisions	**145,000**

Provisions primarily relate to litigation arising in the ordinary course of business. The timing and amount of any resulting cash outflows are subject to uncertainty and depend on the outcome of future events.

17. Other long-term employee benefits

The other long-term employee benefits relate to pending procedures regarding long-term illness of employees.

18. Trade and other payables

	As at 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Trade payables	3,191,006	4,164,822	4,350,703
Taxes, social security contributions and pensions	651,117	747,665	921,874
Accrued expenses	2,182,996	3,052,500	3,992,310
Repayment due under equipment purchase arrangement	542,600	1,357,260	1,388,898
Total trade and other payables	**6,567,719**	**9,322,247**	**10,653,785**
less:			
Non-current portion	**(361,067)**	**(921,084)**	**(935,820)**
Current portion	**6,206,652**	**8,401,163**	**9,717,965**

The trade and other payables do not include amounts with a maturity exceeding one year, other than the repayment obligation relating to an equipment purchase arrangement of which EUR361,067, EUR921,084 and EUR935,820 has a maturity longer than one year as at 31 December 2023, 2024 and 2025, respectively.

As at 31 December 2025, 2024 and 2023, the ageing analysis of trade payables based on invoice dates is as follows:

	As at 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Within 3 months	3,191,006	4,164,822	4,330,848
Over 3 months but within 6 months	–	–	–
Over 6 months but within 1 year	–	–	19,855
	3,191,006	4,164,822	4,350,703

The carrying amount of trade and other payables are denominated in EUR.

19. Contract liabilities

Contract liabilities represent amounts received from customers in advance of the performance of refractive eye surgery services and are recognised as revenue when the related performance obligations have been fulfilled. The contract liability balance recognised at the beginning of each financial year was fully recognised as revenue in the respective subsequent period.

(i) Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities:

	Years ended 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Revenue recognised that was included in the contract liability balance at the beginning of the period	1,988,761	3,016,812	3,997,368

20. Financial instruments & risk management

Financial instruments accounted for under assets and liabilities are trade debtors, cash and cash equivalents, loans and borrowings, trade and other payables. The main risks arising from the Target Group's financial instruments are credit risk, liquidity risk and interest rate risk.

This note presents information about the Target Group's exposure to each of the above risks, the Target Group's objectives, policies and processes for measuring and managing risk, and the Target Group's management of capital. The Board of Director has overall responsibility for the establishment and oversight of the Target Group's risk management framework and is responsible for developing and monitoring the Target Group's risk management policies.

The Target Group's risk management policies are established to identify and analyse the risks faced by the Target Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Target Group's activities.

The Target Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Target Group holds the following financial instruments:

		As at 31 December		
		2023	**2024**	**2025**
Financial assets	*Note*	*EUR*	*EUR*	*EUR*
Assets at amortised cost				
– Other non-current financial assets	*8*	63,149	99,857	119,105
– Trade receivables	*10*	17,495	9,277	7,567
– Other receivables	*11*	462,581	2,381,231	2,923,293
– Restricted cash		242,731	280,254	224,098
– Cash and cash equivalents	*12*	3,188,073	9,837,404	12,232,396
Total		3,974,029	12,608,023	15,506,459

		As at 31 December		
		2023	2024	2025
Financial liabilities	*Note*	*EUR*	*EUR*	*EUR*
Liabilities at amortised cost				
– Loans and borrowings	*14*	7,184,711	7,584,711	2,534,711
– Trade and other payables	*18*	3,733,606	5,522,082	5,739,601
– Lease liabilities	*15*	19,903,022	21,952,236	22,228,023
Total		30,821,339	35,059,029	30,502,335

Credit risk

Credit risk is the risk of financial loss to the Target Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Target Group's receivables due from customers.

The Target Group establishes an allowance for doubtful accounts that represents its estimate of expected losses in respect of trade and other receivables and investments. This allowance is determined by the expected credit loss of the portfolio. The expected credit loss is based on historic defaults and relevant credit risks.

The Target Group has strict acceptance and risk policies for credit risks. Risks are assessed using information from recognised institutions that provide credit information. Moreover, credit risks are covered by obtaining collateral such as bank guarantees and confirmed letters of credit, credit insurance and advance payments. The Target Group has established a credit policy under which each new customer's creditworthiness is analysed before the Target Group's standard payment and delivery terms and conditions are offered. These procedures and the geographical diversity of the customer base reduce the credit risk, as such concentration is not a concern.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Other non-current financial assets	63,149	99,857	119,105
Trade receivables	17,495	9,277	7,567
Other receivables	462,581	2,381,231	2,923,293
Restricted cash	242,731	280,254	224,098
Cash and cash equivalents	3,188,073	9,837,404	12,232,396
Total maximum exposure to credit risk	**3,974,029**	**12,608,023**	**15,506,459**

The Target Group has not identified any geographic exposure to credit risk, since the Target Group is only active in the Netherlands.

Ageing of trade receivables

	2023		**2024**		**2025**	
	Gross amount	**Loss allowance**	**Gross amount**	**Loss allowance**	**Gross amount**	**Loss allowance**
	EUR	*EUR*	*EUR*	*EUR*	*EUR*	*EUR*
Not past due	–	–	–	–	–	–
Past due 0-30 days	10,557	–	5,766	–	7,537	–
Past due 31-60 days	–	–	161	–	–	–
Past due more than 60 days	6,938	–	3,350	–	30	–
Total trade receivables	**17,495**	**–**	**9,277**	**–**	**7,567**	**–**

The Target Group's exposure to credit risk on other non-current financial assets, trade receivables and other receivables have been disclosed in Note 8, Note 10 and Note 12 respectively. The Target Group considers credit risk on restricted cash and cash and cash equivalents to be limited because these balances are only held with large well-known banks with adequate credit ratings which have no recent history of default.

Liquidity risk

Liquidity risk is the risk that the Target Group will encounter difficulty in meeting its financial obligations when they fall due. The Target Group's approach to managing liquidity is to ensure, as much as possible, that it will have sufficient liquidity to meet its liabilities when due, both under normal and stressed conditions, without incurring unacceptable losses or risking damage to the Target Group's reputation.

Contractual maturity analysis of financial liabilities

	Carrying amount	Contractual cash flows	< 1 year	1-2 years	2-5 years	> 5 years
	EUR	*EUR*	*EUR*	*EUR*	*EUR*	*EUR*
Maturities financial liabilities 2023						
Loans from financial institutions	5,434,711	6,066,910	1,368,478	1,953,721	2,744,711	–
Subordinated loans	1,750,000	1,839,809	70,000	1,769,809	–	–
Lease liabilities	19,903,022	26,477,378	1,550,551	1,707,450	5,335,998	17,883,379
Trade and other payables	3,733,606	3,733,606	3,372,539	212,530	148,537	–
Total financial liabilities	**30,821,339**	**38,117,703**	**6,361,568**	**5,643,510**	**8,229,246**	**17,883,379**

	Carrying amount	Contractual cash flows	< 1 year	1-2 years	2-5 years	> 5 years
	EUR	*EUR*	*EUR*	*EUR*	*EUR*	*EUR*
Maturities financial liabilities 2024						
Loans from financial institutions	5,834,711	6,245,932	1,076,221	5,169,711	–	–
Subordinated loans	1,750,000	1,769,809	1,769,809	–	–	–
Lease liabilities	21,952,236	28,625,844	1,958,678	2,119,188	6,105,185	18,442,793
Trade and other payables	5,522,082	5,522,082	4,600,998	372,183	548,901	–
Total financial liabilities	**35,059,029**	**42,163,667**	**9,405,706**	**7,661,082**	**6,654,086**	**18,442,793**

	Carrying amount	Contractual cash flows	< 1 year	1-2 years	2-5 years	> 5 years
	EUR	*EUR*	*EUR*	*EUR*	*EUR*	*EUR*
Maturities financial liabilities 2025						
Loans from financial institutions	2,534,711	2,659,711	2,659,711	–	–	–
Lease liabilities	22,228,023	28,582,951	2,271,355	2,248,594	6,406,669	17,656,333
Trade and other payables	5,739,601	5,739,601	4,803,781	332,616	603,204	–
Total financial liabilities	**30,502,335**	**36,982,263**	**9,734,847**	**2,581,210**	**7,009,873**	**17,656,333**

No significant differences are expected in the timing or amount of the cash flows.

Currency risk and interest rate risk

The Target Group considers its exposure to foreign currency risk to be remote, as all transactions are denominated in EUR. The Target Group is exposed to interest rate risk as part of its long-term liabilities, which include borrowings bearing interest at both fixed rates and variable rates linked to EURIBOR. Given the limited volume of variable-rate borrowings, management considers the resulting interest rate risk to be not material.

Capital risk management

The Target Group's objectives when managing capital are to safeguard the Target Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Target Group manages the capital structure and makes adjustments to it in light of changes in economic conditions. In order to maintain or adjust the capital structure, the Target Group may adjust the amount of issue new shares or obtain new bank borrowings.

The Target Group also monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as both current and non-current loans and borrowings and lease liabilities less cash and cash equivalents and short-term bank deposits. Total capital is calculated as "equity", as shown in the consolidated statements of financial position, plus net debt.

The table below analyses the Target Group's capital structure as at 31 December 2023, 2024 and 2025:

	As at 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Loans and borrowings	7,184,711	7,584,711	2,534,711
Lease liabilities	19,903,022	21,952,236	22,228,023
Less: cash and cash equivalents	(3,188,073)	(9,837,404)	(12,232,396)
Net debts	23,899,660	19,699,543	12,530,338
Total equity	6,721,369	11,670,163	17,863,680
Total capital	30,621,029	31,369,706	30,394,018
Gearing ratio	78.0%	62.8%	41.2%

21. Revenue

	Years ended 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Lens implant procedures	30,874,929	45,192,057	55,454,829
Laser treatments	6,594,958	7,545,531	8,588,525
Total revenue	**37,469,887**	**52,737,588**	**64,043,354**

The Target Group operates solely in the Netherlands and does not have multiple operating segments. Accordingly, no further disaggregation of revenue by geographical area or segment is considered relevant.

There is no single external customer that contributes more than 10% of the Target Group's revenue for the years ended 31 December 2023, 2024 and 2025. The Target Group has no revenue contract that has an original expected duration of more than one year. Thus management applied practical expedient under IFRS 15 and is not disclosing the aggregate amount of the transaction price allocated to the performance obligation that is unsatisfied or partially satisfied as of the end of the reporting year.

22. Other income

	Years ended 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Insurance compensation for business interruption	–	750,000	2,521,023
Insurance compensation for assets destroyed by fire	–	2,146,697	–
Total other income	**–**	**2,896,697**	**2,521,023**

Other income comprises income that does not arise from the Target Group's ordinary operating activities. Other income primarily includes incidental and non-recurring items.

The other income relates to compensation for business interruption and asset damages as a result of the fire at the Arnhem location. The amounts are based on the final determination of the compensation of the insurance company.

23. Other losses, net

	Years ended 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
(Losses)/gains on disposal of property, plant and equipment	(603)	341	(6,877)
Write-off of assets destroyed by fire	–	(2,146,697)	–
Total other losses, net	**(603)**	**(2,146,356)**	**(6,877)**

24. Expenses by nature

The aggregate amount of cost of sales, selling expenses and administrative expenses is analysed by nature as follows:

	Years ended 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Cost of materials	7,460,858	9,512,641	11,503,238
Depreciation (note 5)	2,862,583	4,126,106	4,930,718
Doctor's fees	5,737,775	7,623,866	8,955,650
Exploitation expenses	1,375,528	1,652,647	1,799,827
Employee benefits expenses (note 25)	10,012,106	13,541,473	16,532,389
Costs of external personnel	1,047,871	1,020,663	1,909,679
Sales & marketing expenses	3,115,645	4,211,774	6,168,190
Electricity and other utility expenses	645,450	1,001,588	938,589
Auditor's remuneration	87,716	130,276	127,346
Legal and other consulting services fee	194,841	243,159	165,763
Amortisation of intangible assets (note 6)	–	–	49,694
Other expenses	1,015,398	2,023,942	4,032,999
Total cost of sales, selling expenses and administrative expenses	**33,555,771**	**45,088,135**	**57,114,082**

25. Employee benefits expenses

	Years ended 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Wages and salaries	7,297,064	9,575,353	11,478,069
Social security costs	1,219,491	1,757,322	2,040,176
Pension costs	720,803	965,365	1,187,946
Other personnel costs	774,748	1,243,433	1,826,198
Total employee benefits expense	**10,012,106**	**13,541,473**	**16,532,389**

(a) Pension scheme

The Target Group pays contributions to publicly administered pension insurance plans on a mandatory, or contractual basis. The Target Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee services in the current and prior periods. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(b) Five highest paid individuals

The five individuals whose salaries and related benefits were the highest in the Target Group for 2023, 2024, 2025 include one director whose emoluments are reflected in the analysis presented in Note 25(c). The salaries and related benefits payables to the remaining four non-director individuals during the year are as follows:

	2023	**2024**	**2025**
	EUR	**EUR**	**EUR**
Basic salaries, allowances and other benefits	569,877	589,362	605,675

The emoluments of non-director individuals fell within the following bands:

Non-director individuals	**Number of individuals**		
	2023	**2024**	**2025**
Emolument bands (in HK dollar)			
HK$500,001 – HK$1,000,000 (equivalent to approximately EUR54,800 to EUR109,700)	2	2	2
HK$1,500,001 – HK$2,000,000 (equivalent to approximately EUR164,500 to EUR219,000)	2	2	2
	4	4	4

(c) Director's emoluments

	Fees	Salaries and bonus	Share-based payment	Allowances and benefits in kind	Employer's contribution to pension scheme	Total
	EUR	*EUR*	*EUR*	*EUR*	*EUR*	*EUR*
Year ended 31 December 2023						
Rens Schoenmakers	–	326,013	–	16,800	–	342,813
Year ended 31 December 2024						
Rens Schoenmakers	–	334,722	–	16,800	–	351,522
Year ended 31 December 2025						
Rens Schoenmakers	–	343,711	–	16,800	–	360,511

There was no arrangement during the years ended 31 December 2023, 2024 and 2025 under which a Director waived or agreed to waive any remuneration, and no emoluments were paid by the Target Group to the Director as an inducement to join or upon joining the Target Group, or as compensation for loss of office.

(i) Director's retirement benefits

None of the director received any retirement benefits during the the years ended 31 December 2023, 2024 and 2025.

(ii) Director's termination benefits

None of the director received any termination benefits during the years ended 31 December 2023, 2024 and 2025.

(iii) Consideration provided to third parties for making available director's services

During the years ended 31 December 2023, 2024 and 2025, the Target Group did not pay consideration to any third parties for making available director's services.

(iv) Information about loans, quasi-loans and other dealings in favour of director, bodies corporate controlled by and entities connected with such director

During the years ended 31 December 2023, 2024 and 2025, there were no loans, quasi-loans and other dealing arrangements in favour of the director, or controlled body corporates and connected entities of such director.

(v) Director's material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Target Group's business to which the Target Company was a party and in which a Director of the Target Company had a material interest, whether directly or indirectly, subsisted at the end of the 31 December 2023, 2024 and 2025or at any time during the years ended 31 December 2023, 2024 and 2025.

26. Finance cost, net

Finance income

	Years ended 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Interest income on bank balances	1,143	4,277	4,197
	1,143	**4,277**	**4,197**

Finance costs

	Years ended 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Interest expense on loans and borrowings	(339,275)	(365,762)	(350,501)
Interest expense on lease liabilities	(471,937)	(649,654)	(708,822)
Bank charges	(34,211)	(47,960)	(16,236)
	(845,423)	**(1,063,376)**	**(1,075,559)**
Finance costs, net	**(844,280)**	**(1,059,099)**	**(1,071,362)**

27. Income tax expense

	Years ended 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Current tax expense			
Current year	82,566	1,920,657	2,259,066
Under provision in prior years	1,993	11,073	–
Total current tax expense	**84,559**	**1,931,730**	**2,259,066**
Deferred income tax			
Increase in deferred tax assets	(81,558)	(140,529)	(114,942)
Increase in deferred tax liabilities	762,239	175,700	34,415
Deferred tax	**680,681**	**35,171**	**(80,527)**
Income tax expense	**765,240**	**1,966,901**	**2,178,539**

The taxation on the Target Group's profit before tax differs from the theoretical amount that would arise using the statutory tax rate as follows:

	2023	2024	2025
	EUR	*EUR*	*EUR*
Profit before tax	3,069,233	7,340,695	8,372,056
Tax calculated at the domestic tax rate applicable to profits in the respective jurisdictions	757,318	1,877,806	2,167,003
Income not subject to income tax	–	(6,399)	–
Expenses not deductible for tax purposes	5,929	84,421	11,536
Under provision of tax in respect of prior years	1,993	11,073	–
Income tax expense	**765,240**	**1,966,901**	**2,178,539**

Income tax expense comprises current and deferred income tax. Current income tax represents the amount payable to the tax authorities in respect of the reporting period. Deferred income tax arises from the origination and reversal of temporary differences. The tax rates of the Netherlands range from 19% to 25.8% during the years ended 31 December 2023, 2024 and 2025.

28. Dividends

A dividend of EUR118.06 per ordinary A share, totalling EUR425,000, was proposed and approved on 17 June 2024.

A dividend of EUR1,666.67 per ordinary A share, totalling EUR6,000,000, was proposed and approved on 13 April 2026.

29. Notes to the Consolidated Statement of Cash Flow

(a) Cash generated from operations

	2023	2024	2025
	EUR	*EUR*	*EUR*
Profit before income tax	3,069,233	7,340,695	8,372,056
Adjustments for:			
Depreciation and amortisation *(Note 24)*	2,862,584	4,126,106	4,980,412
Write-off of assets destroyed by fire	–	2,146,697	–
Finance costs, net *(Note 26)*	844,280	1,059,099	1,071,362
Losses/(gains) on disposal of property, plant and equipment *(Note 23)*	603	(341)	6,877
Movements in provisions *(Note 16)*	25,086	(870)	45,784
Movements in other long-term employee benefits *(Note 17)*	–	–	259,288
Operating cash flows before working capital changes	**6,801,786**	**14,671,386**	**14,735,779**
Changes in working capital:			
(Increase)/decrease in inventories	(311,810)	6,660	(381,827)
Increase in trade and other receivables	(329,904)	(2,141,189)	(295,002)
Increase in trade and other payables	3,215,709	2,822,417	2,207,658
Cash generated from operations	**9,375,781**	**15,359,274**	**16,266,608**

(b) Non-cash investing and financing activities

During the years ended 31 December 2023, 2024 and 2025, non-cash investing and financing activities disclosed in other notes are as follows:

- Addition of right-of-use assets (Note 5) *(c) Net debt reconciliation*

	2023	2024	2025
	EUR	*EUR*	*EUR*
Cash and cash equivalents (Note 12)	3,188,073	9,837,404	12,232,396
Loans and borrowings (Note 14)	(7,184,711)	(7,584,711)	(2,534,711)
Lease liabilities (Note 15)	(19,903,022)	(21,952,236)	(22,228,023)
Net debt	(23,899,660)	(19,699,543)	(12,530,338)

	Liabilities from financing activities			
	Loans and borrowings	Lease liabilities	Cash and cash equivalents	Total
	EUR	*EUR*	*EUR*	*EUR*
Net debt as at 1 January 2023	(7,134,711)	(11,918,765)	1,595,054	(17,458,422)
Cash flows	(50,000)	1,347,952	1,593,019	2,890,971
Other non-cash movements:				
– Increase in right-of-use assets	–	(8,860,272)	–	(8,860,272)
– Accrued interest	–	(471,937)	–	(471,937)
Net debt as at 31 December 2023	**(7,184,711)**	**(19,903,022)**	**3,188,073**	**(23,899,660)**
Cash flows	(400,000)	1,623,374	6,649,331	7,872,705
Other non-cash movements:				
– Increase in right-of-use assets	–	(3,022,934)	–	(3,022,934)
– Accrued interest	–	(649,654)	–	(649,654)
Net debt as at 31 December 2024	**(7,584,711)**	**(21,952,236)**	**9,837,404**	**(19,699,543)**
Cash flows	5,050,000	1,997,187	2,394,992	9,442,179
Other non-cash movements:				
– Increase in right-of-use assets	–	(1,564,152)	–	(1,564,152)
– Accrued interest	–	(708,822)	–	(708,822)
Net debt as at 31 December 2025	**(2,534,711)**	**(22,228,023)**	**12,232,396**	**(12,530,338)**

30. Commitments and contingencies

Tax-related contingencies

FYEO Europe B.V., together with its subsidiaries, forms a fiscal unity for corporate income tax purposes. Pursuant to this, the company is jointly and severally liable for the tax liability of the fiscal unity as a whole. The companies in the fiscal unity concern: FYEO Europe B.V., FYEO Medical Group B.V. and FYEO B.V.

FYEO Europe B.V. together with its subsidiaries forms a fiscal unity for value added tax purposes. Pursuant to this, the company is jointly and severally liable for the tax liability of the fiscal unity as a whole. The companies in the fiscal unity concern: FYEO Europe B.V., FYEO Medical Group B.V., FYEO B.V. and Stichting FYEO Medical.

Other contingencies

Other than the tax-related contingencies described above, the Target Group had no material contingent liabilities at the reporting dates.

31. Related parties

Related parties are those parties that have the ability to control the other party or exercise significant influence in making financial and operating decisions. Parties are also considered to be related if they are subject to common control.

Name of related parties	**Relationship with the Company**
Committed Capital	One of the shareholders of the Target Company
FYEO WPP B.V.	One of the shareholders of the Target Company
Stak Batoan	One of the shareholders of the Target Company
RSS Europe B.V.	IT Supplier of ReVision. Controlled by one of the certificate owners of Stak Batoan, which is one of the shareholders of the Target Company
Mateflo B.V.	Controlled by the Chief Medical Officer of the Target Company
B.M.M. Holtmann, A.E.P. Holtmann and T.A.J. Holtmann	Certificate owners of Stak Batoan

(a) Transactions with related parties

	2023	2024	2025
	EUR	*EUR*	*EUR*
Management fee advisory board:			
– Committed Capital	56,875	115,952	109,203
License fees and development ReVision:			
– RSS Europe B.V.	170,496	229,628	538,531
Medical Fees:			
– Mateflo B.V.	1,185,830	1,302,254	1,237,917
Interest:			
– Certificate owners Stak Batoan	30,000	30,000	3,699
	1,443,201	1,677,834	1,889,350

Transactions with related parties are entered into in the ordinary course of business and are conducted on arm's length terms, where applicable.

The Target Group entered into transactions with related parties primarily relating to financing arrangements and balances arising from operational activities for the years ended 31 December 2023, 2024 and 2025.

(b) *Balances with related parties*

	As at 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Other receivables:			
– FYEO WPP B.V.	25,000	25,000	25,000
Trade and other payables:			
– Committed Capital B.V.	4,356	–	–
– Mateflo B.V.	–	121,980	215,450
	4,356	**121,980**	**215,450**
Loans and borrowings:			
– B.M.M. Holtmann, A.E.P. Holtmann and T.A.J. Holtmann	750,000	750,000	–

The other receivables from a related party is relating to amounts settled by FYEO Europe B.V. on behalf of FYEO WPP B.V.. The balances are unsecured, interest-free, repayable on demand and denominated in EUR. The carrying values of the balances approximate their fair value.

The trade and other payables to related parties are relating to the payment of doctor's fees for handling of medical treatments. The balances are short-term in nature and denominated in EUR. The balances will be settled in the normal course of business and the carrying values of the balances approximate their fair value.

Loans and borrowings from related parties were provided to finance the historical acquisition of shares of FYEO Group B.V. by the Target Company. The balances were unsecured, interest-bearing at 4% per annum and denominated in EUR. The balances were subordinated to all current and future debts to a bank. The balances were fully repaid in 2025. The carrying values of the balance approximated their fair value.

There were no guarantees or other commitments entered into with related parties other than those disclosed above.

(c) Key management compensation

Key management personnel and supervisory board compensation is as follows:

	2023	2024	2025
	EUR	*EUR*	*EUR*
Short-term benefits	374,542	423,535	417,620
Termination benefits	2,866	3,367	2,295
Total remuneration	**377,408**	**426,902**	**419,915**

The compensation of key management personnel is disclosed in aggregate. Individual remuneration amounts are not disclosed, except for the director's emoluments as disclosed in Note 25(c), as this would allow the remuneration of individual members of key management personnel to be identified.

32. Subsequent events

Save as disclosed elsewhere in the accountant's report, there were no other material subsequent events took place after 31 December 2025.

33. Goodwill – Target Company

	EUR
Balance as at 31 December 2023, 2024 and 2025	4,891,066

The goodwill recognised in the statement of financial position of the Target Company arose from the acquisition of the shares of FYEO Group B.V. by the Target Company in 2018. The impairment assessment for goodwill is disclosed in Note 6.

34. Investment in subsidiaries – Target Company

	As at 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Investments in subsidiaries	4,028,493	4,028,493	4,028,493

35. Prepayments and other receivables – Target Company

	As at 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Receivables from group companies	2,991,871	5,065,760	1,139,907
Prepayments	83,370	134,709	98,313
Other receivables	30,000	30,000	25,100
Total prepayments and other receivables	**3,105,241**	**5,230,469**	**1,263,320**

The receivables from group companies are non-trade in nature and arise from intercompany funding and cash management activities. The balances are unsecured, interest-bearing at 4% per annum and repayable on demand. Settlement occurs on an ongoing basis through the offsetting of intercompany transactions. During the year ended 31 December 2025, a significant portion of the receivable was settled via an intra-group dividend distribution. The trade and other receivables do not include amounts with a duration of more than one year.

The carrying amount of other receivables are denominated in EUR.

36. Cash and cash equivalents – Target Company

	As at 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Cash in banks	501,854	17,502	224,361
Total cash and cash equivalents	**501,854**	**17,502**	**224,361**

All cash and cash equivalents are available for use of the Target Company.

All cash and cash equivalents are denominated in EUR.

37. Trade and other payables – Target Company

	As at 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Trade payables	6,310	128,722	174,567
Payables to group companies	–	–	2,002,659
Taxes, social security contributions and pensions	36,324	38,454	91,439
Accrued expenses	152,406	1,077,377	1,504,211
Total trade and other payables	**195,040**	**1,244,553**	**3,772,876**

The payables to group companies are non-trade in nature and arise from intercompany funding and cash management activities. The balances are unsecured, interest-bearing at 4% per annum and repayable on demand, with settlement occurring on an ongoing basis. The trade and other payables fall due in less than one year.

The carrying amount of trade and other payables are denominated in EUR.

III SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements of the Target Company or any of its subsidiaries have been prepared in respect of any period subsequent to 31 December 2025.

UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE ENLARGED GROUP

The following is the unaudited pro forma consolidated statement of financial position, unaudited pro forma consolidated statement of comprehensive income, and unaudited pro forma consolidated statement of cash flows (the "**Unaudited Pro Forma Financial Information**") of EuroEyes International Eye Clinic Limited (the "**Company**") and its subsidiaries (collectively, the "**Group**") and FYEO Europe B.V. (the "**Target Company**") and its subsidiaries (the "**Target Group**") (hereinafter collectively referred to as the "**Enlarged Group**") which have been prepared on the basis of the notes set out below for the purpose of illustrating the effect of the proposed acquisition of the Target Group by the Company (the "**Acquisition**") as if the Acquisition had taken place on 31 December 2025 for the unaudited pro forma consolidated statement of financial position and as if the Acquisition had taken place on 1 January 2025 for the unaudited pro forma consolidated statement of comprehensive income and the unaudited pro forma consolidated statement of cash flows.

The Unaudited Pro Forma Financial Information has been prepared by the Directors in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of illustrating the effects of the Acquisition on the Group for inclusion in this circular only. Because of its hypothetical nature, the Unaudited Pro Forma Financial Information may not give a true picture of the financial position of the Enlarged Group had the Acquisition been completed on 31 December 2025 and the financial performance and cash flows of the Enlarged Group had the Acquisition been completed on 1 January 2025, or any future dates.

The Unaudited Pro Forma Financial Information has been prepared by the directors of the Company (the "**Directors**") based on the consolidated financial statements of the Group for the year ended 31 December 2025 as set out in the Group's published annual report, and the consolidated financial statements of the Target Group for the year ended 31 December 2025, as set out in the Accountant's Report contained in Appendix II of this circular.

The Unaudited Pro Forma Financial Information has been prepared under accounting policies consistent with those of the Group as set out in the Group's published annual report for the year ended 31 December 2025.

The Unaudited Pro Forma Financial Information should be read in conjunction with the financial information of the Group as set out in the published annual report of the Group for the year ended 31 December 2025, and the historical financial information of the Target Group as set out in Appendix II to this circular and other financial information included elsewhere in this circular.

i) Unaudited Pro Forma Consolidated Statement of Financial Position of the Enlarged Group

	The Group as at 31 December 2025	The Target Group as at 31 December 2025	Pro forma adjustments				Unaudited Pro Forma Consolidated Statement of Financial Position of the Enlarged Group as at 31 December 2025
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
	Note 1	*Note 2*	*Note 3a*	*Note 3b*	*Note 3d*	*Note 5*	
Assets							
Non-current assets							
Property, plant and equipment	733,025	305,795	–	–	–	–	1,038,820
Intangible assets	30,089	4,984	–	214,271	–	–	249,344
Goodwill	369,870	86,266	–	958,276	–	–	1,414,412
Deferred tax assets	42,599	3,073	–	–	–	–	45,672
Deposits and other receivables	–	1,086	–	–	–	–	1,086
Total non-current assets	1,175,583	401,204	–	1,172,547	–	–	2,749,334
Current assets							
Inventories	15,154	11,711	–	–	–	–	26,865
Prepayments	14,580	8,064	–	–	–	–	22,644
Income tax recoverable	2,152	–	–	–	–	–	2,152
Deposits and other receivables	34,438	26,654	–	–	–	–	61,092
Trade receivables	13,631	69	–	–	–	–	13,700
Restricted cash	1,156	2,043	–	–	–	–	3,199
Cash and cash equivalents	695,541	111,534	(54,707)	(471,272)	181,136	–	462,232
Total current assets	776,652	160,075	(54,707)	(471,272)	181,136	–	591,884
Total assets	1,952,235	561,279	(54,707)	701,275	181,136	–	3,341,218

	The Group as at 31 December 2025	The Target Group as at 31 December 2025	Pro forma adjustments				Unaudited Pro Forma Consolidated Statement of Financial Position of the Enlarged Group as at 31 December 2025
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
	Note 1	*Note 2*	*Note 3a*	*Note 3b*	*Note 3d*	*Note 5*	
Equity							
Equity attributable to owners of the Company							
Share capital	25,163	1	–	(1)	–	–	25,163
Shares held for share scheme	(5,947)	–	–	–	–	–	(5,947)
Share premium	604,047	48,324	–	(48,324)	–	–	604,047
Other reserves	143,476	–	–	–	–	–	143,476
Retained earnings	482,960	114,554	(112,287)	(2,267)	–	(20,986)	461,974
Total equity attributable to owners of the Company	1,249,699	162,879	(112,287)	(50,592)	–	(20,986)	1,228,713
Non-controlling interests	34,758	–	–	–	–	–	34,758
Total equity	1,284,457	162,879	(112,287)	(50,592)	–	(20,986)	1,263,471
Liabilities							
Non-current liabilities							
Lease liabilities	326,020	182,323	–	–	–	–	508,343
Contingent consideration payables	29,816	–	–	–	–	–	29,816
Borrowings	–	–	–	455,895	–	–	455,895
Redemption liabilities	9,984	–	–	–	181,136	–	191,120
Deferred tax liabilities	23,050	8,866	–	55,182	–	–	87,098
Accruals and other payables	520	12,219	–	–	–	–	12,739
Total non-current liabilities	389,390	203,408	–	511,077	181,136	–	1,285,011

	The Group as at 31 December 2025	The Target Group as at 31 December 2025	Pro forma adjustments				Unaudited Pro Forma Consolidated Statement of Financial Position of the Enlarged Group as at 31 December 2025
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
	Note 1	*Note 2*	*Note 3a*	*Note 3b*	*Note 3d*	*Note 5*	
Current liabilities							
Trade payables	28,402	39,669	–	–	–	–	68,071
Contract liabilities	14,087	44,267	–	–	–	–	58,354
Income tax liabilities	976	18,657	–	–	–	–	19,633
Accruals and other payables	98,747	48,938	57,580	22,986	–	20,986	250,237
Loans and borrowings	310	23,111	–	217,804	–	–	241,225
Contingent consideration payables	52,009	–	–	–	–	–	52,009
Lease liabilities	83,857	20,350	–	–	–	–	104,207
Total current liabilities	278,388	194,992	57,580	240,790	–	20,986	792,736
Total liabilities	667,778	398,400	57,580	751,867	181,136	20,986	2,077,747

ii) Unaudited Pro Forma Consolidated Statement of Comprehensive Income of the Enlarged Group

	The Group for the year ended 31 December 2025	The Target Group for the year ended 31 December 2025	Pro forma adjustments				Unaudited Pro Forma Consolidated Statement of Comprehensive Income of the Enlarged Group for the year ended 31 December 2025
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
	Note 1	*Note 2*	*Note 3c*	*Note 3c*	*Note 4*	*Note 5*	
Revenue	796,041	518,706	–	–	–	–	1,314,747
Cost of sales	(471,709)	(321,797)	–	–	–	–	(793,506)
Gross profit	324,332	196,909	–	–	–	–	521,241
Selling expenses	(96,693)	(54,512)	–	–	–	–	(151,205)
Administrative expenses	(112,622)	(86,275)	(19,033)	(9,534)	–	(18,642)	(246,106)
Net impairment losses on financial assets	(168)	–	–	–	–	–	(168)
Other income	–	20,419	–	–	–	–	20,419
Other losses – net	(221)	(56)	–	–	–	–	(277)
Operating profit	114,628	76,485	(19,033)	(9,534)	–	(18,642)	143,904
Finance income	13,356	34	–	–	–	–	13,390
Finance expenses	(25,546)	(8,711)	–	–	(29,157)	–	(63,414)
Finance expenses, net	(12,190)	(8,677)	–	–	(29,157)	–	(50,024)
Profit before income tax	102,438	67,808	(19,033)	(9,534)	(29,157)	(18,642)	93,880
Income tax expense	(45,805)	(17,645)	4,902	–	–	–	(58,548)
Profit for the year	56,633	50,163	(14,131)	(9,534)	(29,157)	(18,642)	35,332

	The Group for the year ended 31 December 2025	The Target Group for the year ended 31 December 2025	Pro forma adjustments				Unaudited Pro Forma Consolidated Statement of Comprehensive Income of the Enlarged Group for the year ended 31 December 2025
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
	Note 1	*Note 2*	*Note 3c*	*Note 3c*	*Note 4*	*Note 5*	
Other comprehensive income for the year	140,823	–	–	–	–	–	140,823
Total comprehensive income for the year	197,456	50,163	(14,131)	(9,534)	(29,157)	(18,642)	176,155
Profit attributable to:							
– Owners of the Company	54,450	50,163	(14,131)	(9,534)	(29,157)	(18,642)	33,149
– Non-controlling interests	2,183	–	–	–	–	–	2,183
	56,633	50,163	(14,131)	(9,534)	(29,157)	(18,642)	35,332
Total comprehensive income attributable to:							
– Owners of the Company	194,699	50,163	(14,131)	(9,534)	(29,157)	(18,642)	173,398
– Non-controlling interests	2,757	–	–	–	–	–	2,757
	197,456	50,163	(14,131)	(9,534)	(29,157)	(18,642)	176,155

iii) Unaudited Pro Forma Consolidated Statement of Cash Flows of the Enlarged Group

	The Group for the year ended 31 December 2025	The Target Group for the year ended 31 December 2025	Pro forma adjustments					Unaudited Pro Forma Consolidated Statement of Cash Flows of the Enlarged Group for the year ended 31 December 2025
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
	Note 1	*Note 2*	*Note 3a*	*Note 3b*	*Note 3d*	*Note 4*	*Note 5*	
Cash flows from operating activities								
Cash generated from operations	230,892	131,748	–	–	–	–	(18,642)	343,998
Interest received/(paid)	16,508	(3,219)	–	–	–	(29,157)	–	(15,868)
Income tax paid	(53,649)	(14,689)	–	–	–	–	–	(68,338)
Net cash generated from operating activities	193,751	113,840	–	–	–	(29,157)	(18,642)	259,792
Cash flows from investing activities								
Settlement of contingent consideration payables	(6,104)	–	–	–	–	–	–	(6,104)
Payments for acquisition of a subsidiary	(64,768)	–	–	(1,017,061)	–	–	–	(1,081,829)
Proceeds from subscription by Participants	–	–	–	–	160,901	–	–	160,901
Purchases of property, plant and equipment	(45,641)	(34,547)	–	–	–	–	–	(80,188)
Cash deposited into restricted cash accounts	(976)	(146)	–	–	–	–	–	(1,122)
Cash released from restricted cash accounts	–	601	–	–	–	–	–	601
Proceeds from disposal of property, plant and equipment	4,022	1,556	–	–	–	–	–	5,578
Purchase of intangible assets	–	(4,830)	–	–	–	–	–	(4,830)
Net cash used in investing activities	(113,467)	(37,366)	–	(1,017,061)	160,901	–	–	(1,006,993)

	The Group for the year ended 31 December 2025	The Target Group for the year ended 31 December 2025	Pro forma adjustments					Unaudited Pro Forma Consolidated Statement of Cash Flows of the Enlarged Group for the year ended 31 December 2025
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
	Note 1	*Note 2*	*Note 3a*	*Note 3b*	*Note 3d*	*Note 4*	*Note 5*	
Cash flows from financing activities								
Repayment of bank loans	–	(40,901)	–	–	–	–	–	(40,901)
Proceeds from loans and borrowings	–	–	–	598,437	–	–	–	598,437
Acquisition of shares for employee share scheme	(18,410)	–	–	–	–	–	–	(18,410)
Dividends paid	(20,375)	–	(48,596)	–	–	–	–	(68,971)
Lease payments	(77,188)	(16,176)	–	–	–	–	–	(93,364)
Net cash (used in)/generated from financing activities	(115,973)	(57,077)	(48,596)	598,437	–	–	–	376,791
Net (decrease)/increase in cash and cash equivalents	(35,689)	19,397	(48,596)	(418,624)	160,901	(29,157)	(18,642)	(370,410)
Cash and cash equivalents at beginning of the year	653,232	79,947	–	–	–	–	–	733,179
Effects of exchange rate changes on cash and cash equivalents	77,998	12,190	–	–	–	–	–	90,188
Cash and cash equivalents at end of the year	695,541	111,534	(48,596)	(418,624)	160,901	(29,157)	(18,642)	452,957

The exchange rates set out below have been used in the preparation of the adjustments unless specified in the note.

EUR1 = HK$9.1179

Notes to the unaudited pro forma financial information of the Enlarged Group

1. The amounts have been extracted from the audited consolidated financial statements of the Group as set out in the published annual report of the Group for the year ended 31 December 2025.

2. The amounts have been extracted from the Accountant's Report on the Target Group as set out in Appendix II to this circular.

   The functional currency and the presentation currency of the Target Group are Euro. For the purpose of the unaudited pro forma consolidated statement of financial position, the balances denominated in Euro have been translated into HK$ at EUR1 to HK$9.1179, being the exchange rate prevailing as at 31 December 2025. For the purpose of the unaudited pro forma consolidated statement of comprehensive income and the unaudited pro forma consolidated statement of cash flows, the amounts denominated in Euro have been translated into HK$ at EUR1 to HK$8.0993, being the exchange rate prevailing during the year ended 31 December 2025.

3. The Group entered into the Sale and Purchase Agreement on 20 February 2026, pursuant to which EuroEyes Netherlands, a wholly-owned subsidiary of the Company, has conditionally agreed to purchase, and the vendors have conditionally agreed to sell and transfer, the entire issued share capital of the Target Group for an aggregate consideration calculated as the equity consideration plus the Locked Box Compensation less the leakage amount. Upon completion of the Acquisition, the Target Group will become indirectly held subsidiaries of the Company.

On 16 June 2026, EuroEyes Netherlands (as issuer and a subsidiary of the Company), Manco (as subscriber) and STAK entered into the Subscription Agreement, pursuant to which EuroEyes Netherlands agreed to issue approximately 15.82% of the issued share capital of EuroEyes Netherlands, at the issue price to Manco). Upon the completion, Manco will issue its corresponding shares to STAK and STAK will issue its corresponding depository receipts to each of the Participants in consideration of the total reinvestment amount to be paid by the Participants. Completion of the subscription shall be subject to completion of the Sale and Purchase Agreement and shall take place simultaneously with the completion of the Sale and Purchase Agreement. Upon the completion of the Sale and Purchase Agreement and completion the subscription, EuroEyes Netherlands will continue to be a subsidiary of the Company.

Upon completion of the Subscription Agreement, the Company, Manco, EuroEyes Netherlands, STAK and the Managers will enter into Shareholders' Agreement. Pursuant to the Shareholders' Agreement, Manco grants to the Company the right to acquire from Manco all corresponding shares of the Participants at any time after the third anniversary of the date of the Shareholders' Agreement. In addition, the Company grants to Manco, who hereby accepts, the right to sell to the Company the respective corresponding shares of such Participants at a price equal to the fair market value of such Put Option Shares.

The identifiable assets and liabilities of the Target Group will be accounted for by the Group at their fair values in accordance with IFRS Accounting Standard 3 (Revised), "Business Combinations". The entering into of the Sale and Purchase Agreement, the Subscription Agreement, and the Shareholders' Agreement is considered by the Directors to be linked transactions in the context of this Acquisition.

Note 3a:

This pro forma adjustment represents the adjustment of the leakage amount, which will be deducted in the calculation of the consideration.

The total consideration (assumed closing as at 31 December 2025) includes the equity consideration of approximately EUR131,766,000, plus the Locked Box Compensation of approximately EUR9,123,000 and less the leakage amount of approximately EUR15,315,000. The details of the consideration are summarised below.

	EUR'000	*HKD'000*
Equity consideration	131,766	1,201,429
Locked Box Compensation *(Note a)*	9,123	83,183
Less: Leakage amount *(Note b)*	(15,315)	(139,641)
	125,574	1,144,971

Note a – Locked Box Compensation accrues from 1 January 2025 to the completion of the Sale and Purchase Agreement at a fixed rate of EUR24,995 per day. For the purpose of preparing the pro forma financial information, the Directors have assumed that the completion of the Acquisition will take place on 31 December 2025 and have estimated the compensation at approximately EUR9,123,000 (equivalent to approximately HK$83,183,000).

Note b – The leakage amount represents the Directors' current estimate of known leakage items identified pursuant to the Sale and Purchase Agreement. The Directors have estimated the leakage amount at approximately EUR15,315,000, comprising a dividend declared and paid in April 2026 of approximately EUR6,000,000, a bonus payable to certain employees of the Target Group as a result of the completion of the Acquisition of approximately EUR4,500,000, and advisory fees paid or payable in connection with the Acquisition of approximately EUR4,815,000. This estimate is subject to change and may differ at Completion.

With respect to these arrangements prior to Completion, the Directors have included the following pro forma adjustments in the pro forma financial information:

1. Dividend declared and paid in cash to the Vendor of EUR6,000,000 in April 2026, which is translated to HK$54,707,000 and HK$48,596,000 at the applicable exchange rates and included in the unaudited pro forma consolidated statement of financial position and the unaudited pro forma consolidated statement of cash flows, respectively.

2. Bonus payable to employees of the Target Group as a result of the completion of the Acquisition, net of tax benefits, of EUR4,500,000, which is translated to HK$41,031,000 at the applicable exchange rate and included in the unaudited pro forma consolidated statement of financial position; and

3. An additional advisory fee of EUR1,815,000 payable by the Target Group in connection with the Acquisition, part of the total advisory fee of EUR4,815,000, has not yet been recognised. Hence, this amount has been translated to HK$16,549,000 at the applicable exchange rate and is included in the unaudited pro forma consolidated statement of financial position accordingly.

The directors have assumed the same consideration to be used (including the adjustment in the Locked Box Compensation and the leakage amount) in the preparation of the Unaudited Pro Forma Financial Information of the Enlarged Group.

Note 3b:

This pro forma adjustment represents the fair value adjustments of the identified assets and liabilities and the corresponding impact on deferred tax arising from the purchase price allocation upon completion of the Acquisition, as determined by the Directors of the Company and by reference to the fair values as at 31 December 2025 prepared by AVISTA Valuation Advisory Limited (the "**Valuer**"), an independent valuer of the Group. Additional amortisation over the remaining useful life of the brand names and its respective tax impact is recognised and charged to profit or loss in the unaudited pro forma consolidated statement of comprehensive income.

Based on the Subscription Agreement and Shareholders' Agreement entered by the Company, Directors have assessed whether Manco resides the risks and rewards of the shares held over the Target Group. Based on the assessment by the Directors, the risks and rewards have not been transferred to Manco and therefore there is no non-controlling interests recognised upon the completion of the Acquisition.

The following table summarised the total consideration for the Acquisition and the fair values of the net assets acquired as a result of the Acquisition:

Recognised amounts of identifiable assets and liabilities assumed

For the purpose of preparing the Unaudited Pro Forma Financial Information, the Directors consider that the fair values of the identifiable assets and liabilities of the Target Group as at 31 December 2025 approximate their respective carrying amounts as at 1 January 2025. Accordingly, no separate valuation has been performed for the fair values of the identifiable assets and liabilities of the Target as at 1 January 2025.

Directors' have currently estimated the known leakage items identified pursuant to the Sale and Purchase Agreement which will adjust the total consideration as leakage as stated in Note 3a. Relevant liabilities have been accrued as a result of the arrangement.

In addition, the Group will reimburse the Vendor certain compensation income received from the insurance company in relation to the fire incident in 2024. For the purpose of the Unaudited Pro Forma Financial Information, the Directors have estimated the insurance proceeds payable to the Vendor at EUR2,521,000 (equivalent to approximately HK$22,986,000) and included in the pro forma adjustment in the unaudited pro forma consolidated statement of financial position.

The assets and liabilities recognised as a result of the acquisition completed as at 31 December 2025 taking into account the leakage amount and other costs payable as stated above are as follows:

	HK$'000
Total consideration *(Note i)*	1,144,971
Recognised amounts of identifiable assets and liabilities assumed	
Property, plant and equipment	305,795
Intangible assets (intellectual property rights)	4,984
Intangible assets (brand name) *(Note iii)*	214,271
Deferred tax assets	3,073
Inventories	11,711
Deposits and other receivables	35,804
Trade receivables	69
Restricted cash	2,043
Cash and cash equivalents (after dividend payment in note 3a)	56,827
Trade payables	(39,669)
Accruals and other payables (including leakage amount in note 3a and insurance proceeds payable as stated above)	(141,723)
Contract liabilities	(44,267)
Income tax liabilities	(18,657)
Loans and borrowings	(23,111)
Lease liabilities	(202,673)
Deferred tax liabilities	(64,048)
Total identifiable net assets	100,429
Goodwill *(Note ii)*	1,044,542

Note i

The total equity consideration and lock box compensation as set out in Note 3a has been determined based on the consideration of approximately EUR130,500,000 (equivalent to approximately HK$1,104,112,000, with the exchange rate based on the LPD), as disclosed in the announcement of the Company dated 16 June 2026, which assumed that the completion of the Acquisition would take place on 15 July 2026. For the purpose of preparing the unaudited pro forma financial information, the Directors have assumed that the completion of the Acquisition took place on 31 December 2025, and accordingly the lock box compensation has been adjusted, resulting in a total consideration of approximately EUR125,574,000 (equivalent to approximately HK$1,144,971,000).

Based on management's estimation, the issue price attributable to the 15.82% of the issued share capital of EuroEyes Netherlands is approximately EUR19,866,000 (equivalent to approximately HK$181,136,000), which is derived from the total consideration of approximately EUR125,574,000 (equivalent to approximately HK$1,144,971,000) as at 31 December 2025.

The consideration of EUR125,574,000 (equivalent to approximately HK$1,144,971,000) will be settled by the Group with (i) bank borrowings of EUR73,888,000 (after deducting the directly attributable financing costs of EUR1,112,000) (equivalent to approximately HK$673,699,000); (ii) proceeds from the subscription by the Participants of EUR19,866,000 (equivalent to approximately HK$181,136,000); (iii) the Group’s own cash and cash equivalents of EUR31,821,000 (equivalent to approximately HK$290,136,000). The difference between EUR125,574,000 and EUR130,500,000 as disclosed in the announcement of the Company dated 16 June 2026 is attributable to the different assumed completion dates adopted for different purposes. For the announcement of the Company dated 16 June 2026, the lockbox compensation was calculated based on an assumed completion date of 15 July 2026, whereas for the purpose of preparing the unaudited pro forma financial information, completion of the Acquisition was assumed to have taken place on 31 December 2025 and the lockbox compensation has been adjusted as stated in Note 3a.

For the purpose of the preparation of the pro forma consolidated statement of cash flows, the directors have assumed the consideration to be EUR125,574,000 and the relevant amounts of the proceeds from the bank borrowings of EUR73,888,000 and payment for Acquisition of EUR125,574,000 were translated to approximately HK$598,437,000 and HK$1,017,061,000 at the applicable exchange rate respectively and included in the unaudited pro forma consolidated statement of cash flows respectively.

Note ii:

For the purpose of calculating the goodwill arising from the Acquisition, the Directors have recognised a fair value appreciation of the brand name of EUR23,500,000 (equivalent to approximately HK$214,271,000), with a corresponding deferred tax impact of HK$55,182,000.

For the purpose of preparing the Unaudited Pro Forma Financial Information, the Directors expect that, other than the brand name, the carrying amounts of the identifiable assets and liabilities of the Target Group approximate their respective fair values at the completion of the Acquisition and hence, the goodwill of approximately HK$1,044,542,000 arising from the Acquisition has been recognised as if the Acquisition were completed on 31 December 2025. Given that the Target Group has existing goodwill of EUR9,461,000 (equivalent to approximately HK$86,266,000) as at 31 December 2025 as shown in the historical financial information set out in Appendix II to this circular and, the additional goodwill to be recognised in the unaudited pro forma consolidated statement of financial position is amounted to EUR105,098,000 (equivalent to approximately HK$958,276,000).

The Group's accounting policies for goodwill are in accordance with the applicable accounting standards. Goodwill is initially measured at cost. After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually, or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

The Directors confirm that the basis used in the preparation of the Unaudited Pro Forma Financial Information is consistent with the accounting policies of the Group. The Group will adopt its accounting policies for goodwill to perform impairment testing of the Enlarged Group's goodwill annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. If the goodwill allocated to a cash-generating unit was acquired in a business combination during the current annual period, that unit will be tested for impairment before the end of the current annual period. According to the Group's accounting policy, impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash generating units) to which the goodwill relates. The goodwill impairment assessment will be conducted in the financial year in which the Acquisition are actually completed.

Upon completion of the Acquisition, the actual goodwill for accounting purposes will need to be recalculated based on the fair value of the purchase consideration and the fair value of the net identifiable assets and liabilities of the Target Group at the date of completion of the Acquisition with the elimination of the net assets of Target Group (including share capital, share premium and retained earnings) as included in pro forma adjustments in the unaudited pro forma consolidated statements of financial position. The actual fair value of the identifiable assets and liabilities may be different from those presented in the Unaudited Pro Forma Financial Information.

Note iii – Brand names

The Directors consider that the "FYEO" brand name constitutes an identifiable intangible asset acquired in the Acquisition and is separately recognisable from goodwill under IFRS 3.

The basis for this conclusion is that the FYEO brand name and the associated trade names/trademarks are legally protected and arise from legal/contractual rights. In addition, the brand name is capable of being licensed, transferred or otherwise separated from the acquired business. Accordingly, the brand name satisfies the identifiability criterion for recognition as a separate intangible asset in a business combination under IFRS 3.

The Directors, with reference to the valuation performed by an independent valuer, also consider that the FYEO brand name is expected to continue to generate future economic benefits to the Enlarged Group following Completion. Founded in 2002, FYEO has established a market presence in the Netherlands and has developed brand recognition in the refractive eye surgery market. The Target Group currently operates in 15 locations in the Netherlands. The Directors intend to continue using the FYEO brand following Completion. Accordingly, the Directors consider that the brand name will continue to contribute to patient acquisition and revenue generation after the Acquisition and hence, the brand name is recognised from the exercise of purchase price allocation at its fair value separately from goodwill for the purpose of Unaudited Pro Forma Financial Information.

The fair value of the brand name was estimated using the relief-from-royalty method under the income approach. Under this method, the value of the brand name is determined by estimating the royalties that would otherwise have been payable by the Enlarged Group for the right to use the brand name if it were licensed from a third party, and discounting the resulting after-tax royalty savings to present value.

In applying this method, the independent valuer utilised the projected revenue attributable to the FYEO brand name provided by the Company for the period from FY2026 to FY2035, being the period over which the brand name is expected to generate economic benefits for the Enlarged Group. The projected revenue attributable to the FYEO brand name increases over the projection period at a compound annual growth rate of approximately 6.4%. A royalty rate of 5.0% was then applied to the projected revenues in each year to derive the notional royalty payments that would have been payable if the brand name had been licensed from a third party.

The resulting notional royalty payments were adjusted for the applicable tax effect to derive the after-tax royalty savings, and such after-tax royalty savings were discounted to present value using a discount rate of 17.0%. The fair value of the brand name was determined by summing the present values of the projected after-tax royalty savings over the projection period. On this basis, the independent valuer determined the fair value of the FYEO brand name to be EUR23,500,000.

In determining the royalty rate, the independent valuer considered relevant royalty rate benchmarks for healthcare service providers and, in particular, specialty and outpatient clinic businesses with brand-driven patient acquisition characteristics comparable to FYEO. The royalty rate of 5.0% was adopted by the Directors with reference to the range of royalty rate indications observed in comparable healthcare-related transactions, including refractive eye care, ophthalmology and vision correction businesses, where the observed royalty rates generally ranged from 2.5% to 10.0% of revenue, with the most directly relevant comparables clustering around the 2.5% to 5.0% range. The Directors also considered FYEO's business characteristics, including its operation in the private-pay refractive eye surgery market, the continued use of the FYEO brand following Completion, its established market presence in the Netherlands and its network of 15 locations. In addition, the adopted royalty rate was cross-checked against a rule-of-thumb approach based on approximately one-quarter of the revenue-weighted average EBIT margin over the projection period used to value the brand name, which indicated an implied royalty rate of approximately 5%.

The discount rate of 17.0% applied to the brand name was determined based on the Target Group's weighted average cost of capital, plus an intangible asset-specific risk premium. Such premium reflects the higher required rate of return generally attributable to intangible assets as compared with the overall weighted average cost of capital, having regard to factors such as lower market liquidity and limited collateral value. The weighted average cost of capital was determined using market-based inputs, including unlevered beta and industry capital structure, by reference to selected listed companies principally engaged in operating ophthalmic clinics or hospitals as industry reference points for observable market participant data.

The principal assumptions used in the valuation are set out below:

Royalty rate	5.00%
Discount rate	17.00%
Compound annual growth rate over the expected useful life of the brand name	6.40%

Based on the valuation performed by the independent valuer, for the purpose of the Unaudited Pro Forma Financial Information, the Directors have recognised a fair value adjustment in respect of the acquired brand name of EUR23,500,000 (equivalent to approximately HK$214,271,000), with a corresponding deferred tax liability of EUR6,052,000 (equivalent to approximately HK$55,182,000). The relevant amounts have been included in the unaudited pro forma adjustment in the unaudited pro forma consolidated statement of financial position.

For the purpose of the Unaudited Pro Forma Financial Information, the Directors have assumed that the brand name has a useful life of 10 years. Accordingly, an amortisation expense of the brand name of EUR2,350,000 (equivalent to approximately HK$19,033,000) and the related tax impact of approximately EUR605,000 (equivalent to approximately HK$4,902,000) have been recognised as if the Acquisition had taken place on 1 January 2025, and included in the unaudited pro forma adjustment in the unaudited pro forma consolidated statement of comprehensive income.

Note 3c:

This pro forma adjustment represents the costs charged to the financial performance for the year ended 31 December 2025 as if the Acquisition had taken place on 1 January 2025. These costs include

- Additional amortisation over the remaining useful life of the brand name recognised on the acquisition of EUR2,350,000 (equivalent to approximately HK$19,033,000) and its tax impact of EUR605,000 (equivalent to approximately HK$4,902,000) as stated in note iii of note 3b.

- Additional employee benefit expenses on the services provided by Participants in their capacity as the employee of the Group of EUR1,046,000 (equivalent to approximately HK$9,534,000) as stated in note 3d.

This adjustment is recurring in nature and is expected to have continuing effect on the unaudited pro forma consolidated statement of comprehensive income of the Enlarged Group.

Note 3d:

The Group entered into Subscription Agreement pursuant to which EuroEyes Netherlands agreed to issue 15.82% of the issued share capital of EuroEyes Netherlands. The issue price under the Subscription Agreement shall be the same as the investment made by the Company under the Sale and Purchase Agreement. Based on management's estimation, the issue price of the 15.82% issued share capital is approximately EUR19,866,000 (equivalent to approximately HK$181,136,000). The proceeds from the subscription by the Participants will be used to fund the Acquisition at the applicable exchange rate in the pro forma consolidated statement of financial position.

The Group entered into the Shareholders' Agreement with the Manco, STAK, EuroEyes Netherlands and the Managers in relation to the shares in the capital of EuroEyes Netherlands. Pursuant to the Shareholders' Agreement, Manco grants to the Company the right to acquire the Call Option Shares, while the Company grants to STAK the right to sell the Put Option Shares at a price equal to the fair market value of such Put Option Shares. The Directors are of the view that the Group will inevitably have a future obligation to acquire the shares back from the Participants and thus do not recognise a non-controlling interests upon Acquisition. Accordingly, the Group has recognised a redemption liability amounting to approximately EUR19,866,000 (equivalent to approximately HK$181,136,000) as at 31 December 2025. The relevant amount translated at the applicable exchange rate to cash flow of HK$160,901,000 has been included in the pro forma adjustment in the consolidated statement of cash flows.

The Directors have also considered the difference between the present value of the future redemption obligation and the fair value of the Subscription Shares and recognised an employee benefit expenses of EUR1,046,000 (equivalent to approximately HK$9,534,000), which represents the services provided by the Participants in their capacity as the employee of the Group, and has included in the pro forma adjustment in the consolidated statement of comprehensive income.

4. The adjustment represents the recognition of finance costs of EUR3,600,000 (equivalent to approximately HK$29,157,000) on the bank borrowings drawn for the Acquisition, as included in the unaudited pro forma consolidated statement of comprehensive income. The loan bears interest at floating interest rate.

   The adjustment is recurring in nature and is expected to have continuing effect on the unaudited pro forma consolidated statement of comprehensive income and the consolidated statement of cash flows of the Enlarged Group.

5. The adjustment represents the estimated professional fees and transaction costs to be paid in connection with the Acquisition. For the purpose of the Unaudited Pro Forma Financial Information, it is assumed that the Group will bear the estimated transaction costs of EUR2,302,000 which is translated to HK$20,986,000 and HK$18,642,000 at the applicable exchange rates and included in the unaudited proforma consolidated statement of financial position, the unaudited proforma consolidated statement of comprehensive income and consolidated statement of cash flows. Such estimated transaction costs may be changed upon the completion of the Acquisition.

   This adjustment is non-recurring in nature and is not expected to have a continuing effect on the unaudited pro forma consolidated statement of comprehensive income and the consolidated statement of cash flows of the Enlarged Group.

6. Other than the above adjustments, no other adjustment has been made to the Unaudited Pro Forma Financial Information to reflect any trading results or other transactions that the Group and the Target Group entered into subsequent to 31 December 2025 or 1 January 2025, as applicable.

The following is the text of a report on the unaudited pro forma financial information of the Enlarged Group received from PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this circular.

pwc 羅兵咸永道

INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

To the Directors of EuroEyes International Eye Clinic Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of EuroEyes International Eye Clinic Limited (the "**Company**") and its subsidiaries (collectively the "**Group**"), and FYEO Europe B.V. (the "**Target Company**") and its subsidiaries (the "**Target Group**") by the directors of the Company (the "**Directors**") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma consolidated statement of financial position as at 31 December 2025, the unaudited pro forma consolidated statement of comprehensive income for the year ended 31 December 2025 and the unaudited pro forma consolidated statement of cash flows for the year ended 31 December 2025, and related notes (the "**Unaudited Pro Forma Financial Information**") as set out on pages III-1 to III-18 of the Company's circular dated 30 June 2026, in connection with the proposed acquisition of the Target Group (the "**Transaction**") by the Company. The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described on pages III-1 to III-18 of the Circular.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the Transaction on the Group's financial position as at 31 December 2025, and the Group's financial performance and cash flows for the year ended 31 December 2025 as if the Transaction had taken place at 31 December 2025 and 1 January 2025 respectively. As part of this process, information about the Group's financial position, financial performance and cash flows has been extracted by the Directors from the Group's financial statements for the year ended 31 December 2025, on which an audit report has been published.

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Directors' Responsibility for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and with reference to Accounting Guideline 7, Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars, ("**AG 7**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**").

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the *Code of Ethics for Professional Accountants* issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our firm applies Hong Kong Standard on Quality Management (HKSQM) 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, issued by the HKICPA, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountant's Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by the HKICPA. This standard requires that the reporting accountant plans and performs procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of unaudited pro forma financial information included in a circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Transaction at 31 December 2025 or 1 January 2025 respectively would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and

- The unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the company, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

(a) the Unaudited Pro Forma Financial Information has been properly compiled by the Directors on the basis stated;

(b) such basis is consistent with the accounting policies of the Group; and

(c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

PricewaterhouseCoopers
Certified Public Accountants
Hong Kong, 30 June 2026

*Set out below are the management discussion and analysis of the operating results and business review of the Target Group for the financial years ended 31 December 2025, 2024 and 2023 (the "**Relevant Periods**").*

BUSINESS AND FINANCIAL RESULTS OF THE TARGET GROUP

The Target Company is a limited liability company established in the Netherlands. FYEO is an acronym: For Your Eyes Only. The Target Group is the largest privately held clinic in the field of glasses replacement surgery in the Netherlands which is done through laser treatment or lens implant.

For the year ended 31 December 2025, the Target Group focused on geographical expansion, as well as optimization and professionalization of existing processes and regions, including (i) reopening of the operating room of FYEO Arnhem after a forced closing due to the fire in 2024; (ii) FYEO Alkmaar opened as a satellite in June 2025; (iii) FYEO Enschede opened as a satellite in August 2025. During the year ended 31 December 2025, the turnover for the Target Group, both through organic growth and satellite openings, grew from EUR52,737,588 in 2024 to EUR64,043,354 in 2025. This continuous upward trend was primarily attributable to growing volumes, a small price increase and further benefiting from a favourable product mix. As a result of increased sales in 2025, operating profit increased from EUR8,399,794 in 2024 to EUR9,443,418 in 2025, primarily due to increased volume and higher administrative expenses due to the proposed transaction. The Target Group is financially solid with a positive cash flow of EUR2.4 million and solvency at balance sheet date of 34% and a liquidity position of + EUR9.9 million. The liquidity position remained strong, improving from + EUR7.6 million in 2024 to + EUR9.9 million in 2025. The lower net cash flow in 2025 relative to 2024 was primarily due to the repayment of loans and borrowings. The solvency ratio at the respective balance sheet dates improved steadily from 20% to 29% in 2025, reflecting the lower amount of loans and borrowings and a lower debt-to-equity ratio.

For the year ended 31 December 2024, the Target Group focused on geographical expansion, including: (i) opening the new operating room ("**OR**") complex of FYEO Arnhem in February 2024; (ii) FYEO Leiden opened as a satellite in July 2024; (iii) FYEO Zwolle opened as a satellite in September 2024; and (iv) FYEO Den Bosch opened as a satellite in December 2024. During the year ended 31 December 2024, the turnover of the Target Group, both through organic growth and satellite openings, from EUR37,469,887 in 2023 to EUR52,737,588 in 2024. This continuous upward trend was primarily attributable to volume growth. As a result of increased sales in 2024 and cost optimization, operating profit improved from EUR3,913,513 in 2023 to EUR8,399,794 in 2024, was primarily due to more favourable gross profit due to volume growth and economies of scale. The Target Group is financially solid with a positive cash flow of EUR6.6 million, representing a substantial increase from EUR1.6 million in 2023 due to high cash generated from operations (due to higher volumes). This strong operational performance bolstered the overall liquidity position, which rose significantly from + EUR2.4 million in 2023 to + EUR7.6 million. Concurrently, the solvency ratio at the balance sheet date improved from 15% in 2023 to 20% in 2024, reflecting the continuous accumulation of retained earnings and a strengthened asset base while executing its rapid geographic expansion strategy.

In 2024, the newly opened OR complex in FYEO Arnhem (which originally commenced operations in February 2024) experienced a fire incident that resulted in a forced closure of the OR facility. While the Arnhem OR was temporarily closed for restoration, the Target Group minimized operational disruptions by 3-4 months. The Arnhem OR was successfully repaired, optimized, and fully reopened in 2025. Despite the temporary closure, the Target Group's total turnover and operating profit still recorded year-on-year growth in 2024 due to strong performance across the rest of the clinic network. The financial losses resulting from property damage and business interruption were substantially covered by insurance policies, resulting in a net financial impact of EUR750,000 in 2024 and EUR2,521,023 in 2025, and there were no material adverse impact on the financial position of the Target Group.

For the year ended 31 December 2023, the Target Group focused on geographical expansion as well as optimization and professionalization of existing processes and regions: including (i) FYEO Haarlem opened as a satellite in January 2023; (ii) FYEO Utrecht opened as a satellite in June 2023; and (iii) FYEO Arnhem opened as a satellite and the construction of a new OR complex is underway which has been completed in early 2024. During 2023, the turnover for the Target Group, both through organic growth and satellite openings, grew from EUR27,100,000 in 2022 to EUR37,469,887 in 2023. As a result of increased sales in 2023 and cost optimization, operating profit improved from EUR2,200,000 in 2022 to EUR3,913,513 in 2023. The Target Group is financially solid with a positive cash flow of EUR1.6 million in 2023 and a cash flow of EUR1.0 million in 2022, primarily attributable to strong operational performance. This operation performance supported the overall liquidity position, which stood at + EUR2.4 million compared to + EUR1.6 million in 2022. Concurrently, the solvency ratio at the balance sheet date maintained at 15% in 2022 and 2023, reflecting the continuous accumulation of retained earnings and a strengthened asset base while executing its rapid geographic expansion strategy.

Summary of the consolidated financial information of the Target Group for the Relevant Periods are as follows:

	Year ended 31 December		
	2023	**2024**	**2025**
	EUR	*EUR*	*EUR*
Revenue	37,469,887	52,737,588	64,043,354
Cost of sales	(24,889,406)	(33,185,770)	(39,731,398)
Gross profit	**12,580,481**	**19,551,818**	**24,311,956**
Other income	–	2,896,697	2,521,023
Other (losses)/gains, net	(603)	(2,146,356)	(6,877)
Selling expenses	(3,358,392)	(4,704,857)	(6,730,454)
Administrative expenses	(5,307,973)	(7,197,508)	(10,652,230)
Operating profit	**3,913,513**	**8,399,794**	**9,443,418**
Finance income	1,143	4,277	4,197
Finance costs	(845,423)	(1,063,376)	(1,075,559)
Finance costs, net	**(844,280)**	**(1,059,099)**	**(1,071,362)**
Profit before income tax	**3,069,233**	**7,340,695**	**8,372,056**
Income tax expenses	(765,240)	(1,966,901)	(2,178,539)
Profit for the year	**2,303,993**	**5,373,794**	**6,193,517**

For the year ended 31 December 2025, the Target Group recorded net profit before and after taxation of approximately EUR8,372,056 and EUR6,193,517 respectively, which were mainly attributable to revenue growth due to the expansion of new locations and growth at existing regions. The biggest growth comes from the product category lens implants. Next to that in 2025, other income of EUR2,521,023 relates to compensation for business damage as a result of the fire at FYEO Arnhem. The amount is based on the determination of the compensation of the insurance company.

For the year ended 31 December 2024, the Target Group recorded net profit before and after taxation of approximately EUR7,340,695 and EUR5,373,794 respectively, which were mainly attributable to revenue growth due to the expansion of new locations and growth at existing regions. The biggest growth comes from the product category lens implants. Next to that in 2024, other income of EUR750,000 relates to compensation for business damage as a result of the fire at FYEO Arnhem.

For the year ended 31 December 2023, the Target Group recorded net profit before and after taxation of approximately EUR3,069,233 and EUR2,303,993 respectively, which were mainly attributable to revenue growth due to the expansion of new locations and growth at existing regions. The biggest growth comes from the product category lens implants.

FINANCIAL POSITION AND OTHER FINANCIAL INFORMATION OF THE TARGET GROUP

	As at 31 December		
	2025	**2024**	**2023**
	EUR	*EUR*	*EUR*
Current assets	17,556,154	14,575,064	5,801,213
Total assets	61,557,971	57,164,541	44,315,712
Non-current liabilities	22,308,646	27,076,338	25,726,453
Current liabilities	21,385,644	18,418,040	11,867,890
Total liabilities	43,694,290	45,494,378	37,594,343
Net current liabilities	3,829,490	3,842,976	6,066,677
Total assets less current liabilities	40,172,327	38,746,501	32,447,822
Net asset value	17,863,681	11,670,163	6,721,369

As at 31 December 2025, 2024 and 2023, the Target Group had total assets of approximately EUR61,557,971, EUR57,164,541 and EUR44,315,712 respectively, which primarily comprised property, plant and equipment, intangible assets, goodwill, inventories, prepayments and other receivables and cash and cash equivalents. The increase in the total assets of the Target Group during the Relevant Periods was primarily attributable to cash position and property, plant and equipment.

Current liabilities of the Target Group as at 31 December 2025, 2024 and 2023 amounted to approximately EUR21,385,644, EUR18,418,040 and EUR11,867,890 respectively, representing mainly trade and other payables, contract liabilities, income tax liabilities, accruals and other payables, lease liabilities. The increase in the current liabilities of the Target Group during the Relevant Periods was primarily attributable to trade and other payables, as a result of the increased business and CAPEX creditors at the end of 2024.

Non-current liabilities of the Target Group as at 31 December 2025, 2024 and 2023 amounted to approximately EUR22,308,646, EUR27,076,338 and EUR25,726,453 respectively, which principally comprised of lease liability, loans and borrowings and deferred tax and liabilities. The fluctuations in the non-current liabilities of the Target Group during the Relevant Periods was primarily attributable to the loans and borrowings of the Target Group.

BORROWINGS AND CASH AND CASH EQUIVALENTS

As at 31 December 2025, 2024 and 2023, the Target Group had bank borrowings of EUR2,534,711, EUR7,584,711 and EUR7,184,711, respectively. The bank borrowings were denominated in euros and carried fixed or floating interest rates.

As at 31 December 2025, 2024 and 2023, the Target Group had cash and cash equivalents of EUR12,232,396, EUR9,837,404 and EUR3,188,073, respectively. The cash and cash equivalents were denominated in euros.

GEARING RATIO

As at 31 December 2025, 2024 and 2023, the Target Group has a gearing ratio of 41.2%, 62.8% and 78.0%, respectively. The gearing ratio was computed by dividing net debt by total capital.

FUNDING AND TREASURY POLICIES

For the Relevant Periods, the Target Group maintains a centralized treasury function responsible for managing funding, liquidity, and financial risks in a prudent and controlled manner. The primary objective of the treasury policy is to ensure that sufficient financial resources are available at all times to meet operational and strategic requirements, while optimizing the cost of funding. Funding is primarily obtained through a mix of internal cash flows and bank facilities.

CONTINGENT LIABILITIES

As at 31 December 2025, 2024 and 2023, the Target Group did not have any material contingent liabilities.

CHARGES ON GROUP ASSETS

As at 31 December 2025, 2024 and 2023, the Target Group did not have any charges on group assets.

FOREIGN CURRENCIES

During the Relevant Periods, the Target Group was not exposed to significant foreign exchange rates as most of the Target Group's assets, liabilities and transactions were transacted at and denominated in euros, its functional currency.

The Target Group currently does not employ a foreign currency hedging policy but the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

EMPLOYEES' AND REMUNERATION POLICY

As at 31 December 2025, 2024 and 2023, the Target Group had 215, 192 and 158 employees respectively. During the Relevant Periods, total staff costs including directors' remuneration and the other staff costs were approximately EUR16,532,389, EUR13,541,473 and EUR10,012,106, respectively.

As at 31 December 2025, 2024 and 2023 the Target Group's remuneration policy is set out in the employee handbook. The employee regulations contain general provisions, such as provisions regarding salary payments (and their dates) and holiday pay. They also include regulations regarding expense reimbursements, information on pensions and insurance, and policies regarding (special) leave. Potential salary increases for employees are granted annually and individually, subject to performance evaluations. Increases are implemented annually, effective from April of that year. Further, employees are provided with training schemes to further enhance skills, based on their job profiles.

SIGNIFICANT INVESTMENTS

The Target Group had an investment commitment of EUR545,000 regarding the reconstruction of FYEO Arnhem caused by the fire in 2024. The total investment for the reconstruction of FYEO Arnhem, carried out during 2024 and 2025, amounted to approximately EUR2.2 million, which was fully covered by insurance proceeds received over the same period. In addition, the Target Group had an existing investment in the original FYEO Arnhem building amounting to EUR5.5 million in 2023 and 2024.

Save as disclosed above, the Target Group did not have any significant investments during the Relevant Periods.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATED COMPANIES AND JOINT VENTURES

During the Relevant Periods, the Target Group did not have any material acquisitions or disposals of subsidiaries, associated companies and joint ventures.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As at 31 December 2025, the Target Group made investments in connection with the opening of FYEO Alkmaar in June 2025 and FYEO Enschede in August 2025. The opening of these clinics was funded by the operating cash flow of the Target Group.

As at 31 December 2024, the Target Group made investments in connection with the opening of four new clinics, namely FYEO Arnhem in February 2024, FYEO Leiden in July 2024, FYEO Zwolle in September 2024 and FYEO Den Bosch in December 2024. The opening of these clinics was funded by the operational cash flow of the Target Group, while the opening of the new clinic in Arnhem was supported by a CAPEX facility provided by ING Bank.

As at 31 December 2023, the Target Group made investments in connection with the opening of two new clinics, namely FYEO Haarlem in January 2023 and FYEO Utrecht in June 2023. The opening of these clinics was funded by the operating cash flow of the Target Group.

Save as disclosed above, the Target Group did not have any other future plans for material investments or capital assets during the Relevant Periods.

IMPORTANT EVENTS AFTER THE RELEVANT PERIODS

Subsequent to 31 December 2025, on 20 February 2026, the Vendors entered into the Sale and Purchase Agreement with EuroEyes Netherlands, a wholly-owned subsidiary of the Company. Pursuant to the Sale and Purchase Agreement, EuroEyes Netherlands has conditionally agreed to purchase, and the Vendors have conditionally agreed to sell the entire issued share capital of the Target Group. On the assumption that (a) the Completion of the Acquisition is to take place on 15 July 2026; and (b) the Leakage Amount is nil; it is estimated that the maximum Consideration will be approximately EUR145.8 million.

Further, on 16 June 2026, EuroEyes Netherlands entered into the Subscription Agreement with Manco and STAK, pursuant to which EuroEyes Netherlands agreed to issue the Subscription Shares to Manco at the Issue Price. The Subscription is intended to facilitate Reinvestment by the Mangers and Surgeons of the Target Group and, assuming the Reinvestment Opportunity is fully taken up by the Surgeons, will result in Manco holding approximately 15.82% and the Company holding approximately 84.18% of the issued share capital of EuroEyes Netherlands upon Completion.

Save as disclosed above, there have been no important events affecting the Target Group since the end of the Relevant Periods.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

(a) Interests and short positions of Directors and chief executives in the shares, underlying shares and debentures of the Company and its associated corporations

As at the Latest Practicable Date, the interests or short positions of each of the Directors and chief executive of the Company in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning in Part XV of the Securities and Futures Ordinance (Cap. 571) (the "**SFO**")) which were (i) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of SFO); (ii) required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies as set out in Appendix C3 to the Listing Rules (the "**Model Code**"), to be notified to the Company and the Stock Exchange were as follows:

Name of Director	Capacity	Number of shares interested *(Note 1)*	Approximate percentage of the total issued share capital of the Company *(Note 3)*
Dr. Jørn Slot Jørgensen	Beneficial owner, interest in a controlled corporation and interest of spouse	185,701,100 *(Note 2)*	57.90%
Mr. Jannik Jonas Slot Jørgensen	Beneficial owner	6,629,500	2.07%

Name of Director	Capacity	Number of shares interested (Note 1)	Approximate percentage of the total issued share capital of the Company (Note 3)
Prof. Dan Zoltan Reinstein	Beneficial owner	1,623,000	0.51%
Mr. Marcus Huascar Bracklo	Beneficial owner	928,000	0.29%

Notes:

1. All the above interests in the Shares are long positions.

2. Out of 185,701,100 shares that Dr. Jørgensen was interested, 4,007,000 shares were held by EuroEyes Holding AG which is owned as to 100% by Dr. Jørgensen and 379,100 shares were held by Dr. Susanne Jørgensen, the spouse of Dr. Jørgensen.

3. The approximate percentage of shareholding is calculated based on the total number of issued shares of the Company as at the Latest Practicable Date (i.e., 320,706,000.)

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning in Part XV of the SFO) which were (i) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of SFO); (ii) required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange. As at the Latest Practicable Date, none of the Directors was a director or an employee of a company which had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

(b) Interests and short positions of substantial Shareholders and other persons required to be disclosed pursuant to the SFO

As far as is known to the Directors and chief executive of the Company, as at the Latest Practicable Date, the following persons (other than the Directors or chief executive of the Company) had interests or short positions in the Shares or the underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO:

Name of substantial shareholders	Capacity	Number of shares interested (Note 1)	Approximate percentage of the total issued share capital of the Company (Note 3)
Dr. Susanne Jørgensen	Beneficial owner and interest of spouse (Note 2)	185,701,100	57.90%

Notes:

1. All the above interests in the Shares are long positions.

2. Out of 185,701,100 shares that Dr. Jørgensen was interested, 4,007,000 shares were held by EuroEyes Holding AG which is owned as to 100% by Dr. Jørgensen and 379,100 shares were held by Dr. Susanne Jørgensen. Dr. Susanne Jørgensen is the spouse of Dr. Jørgensen, and Dr. Susanne Jørgensen was therefore deemed to be interested in the shares of the Company in which Dr. Jørgensen was interested under Part XV of the SFO.

3. The approximate percentage of shareholding is calculated based on the total number of issued shares of the Company as at the Latest Practicable Date (i.e., 320,706,000.)

Save as disclosed above, as at the Latest Practicable Date, none of the Directors, chief executive or proposed directors of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning in Part XV of the SFO) which were (i) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of SFO); (ii) required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

3. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with the Group which will not expire or is not determinable by the Group within one year without payment of compensation, (other than statutory compensation).

4. LITIGATION

As at the Latest Practicable Date, so far as the Directors were aware, no member of the Group was involved in any litigation or claims of material importance, and there was no litigation or claim of material importance known to the Directors to be pending or threatened by or against any member of the Group.

5. DIRECTORS' COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or their respective close associates (as defined in the Listing Rules) had any interest in a business which competed or might compete with the business of the Group, or had or might have any other conflicts of interest with the Group pursuant to Rule 8.10 of the Listing Rules.

6. INTERESTS IN CONTRACTS OR ARRANGEMENTS

As at the Latest Practicable Date, none of the Directors had any interest, direct or indirect, in any asset which have been since 31 December 2025, being the date to which the latest published audited consolidated financial statements of the Group were made up, acquired by or disposed of or leased to any member of the Group or are proposed to be acquired by or disposed of or leased to any member of the Group.

As at the Latest Practicable Date, none of the Directors were materially interested in any contract or arrangement subsisting at the Latest Practicable Date which is significant in relation to the business of the Group.

7. MATERIAL CONTRACTS

The following material contracts, not being contracts entered into in the ordinary course of business of the Group, have been entered into by members of the Group within two years immediately preceding the date of this circular:

(a) the Swiss Agreement dated 2 September 2025, entered into between the Company as guarantor, EuroEyes Swiss, a wholly-owned subsidiary of the Company as purchaser and Betterview Swiss as the vendor, pursuant to which EuroEyes Swiss agreed to purchase, and Betterview Swiss agreed to sell certain assets in Switzerland at the aggregate consideration of CHF12,010,000 (equivalent to approximately HK$117,029,043), details of which were disclosed in the announcement of the Company dated 2 September 2025 and 30 January 2026;

(b) the Swiss Shareholders' Agreement dated 13 October 2025, entered into between the Company, EuroEyes Swiss and the minority shareholders of EuroEyes Swiss after completion of the Swiss Agreement, to govern their respective rights and obligations together with the grant of each of the put option and the call option, details of which are disclosed in the announcement of the Company dated 2 September 2025 and 30 January 2026;

(c) the UK Agreement dated 2 September 2025, entered into between EuroEyes UK, a wholly owned subsidiary of the Company as purchaser and Betterview UK as vendor, pursuant to which EuroEyes UK agreed to purchase, and Betterview UK agreed to sell, certain property, assets and rights in the UK at the aggregate consideration of CHF200,000 (equivalent to approximately GBP184,420 and HK$1,948,860), details of which were disclosed in the announcement of the Company dated 2 September 2025 and 30 January 2026;

(d) the Sale and Purchase Agreement; and

(e) the Subscription Agreement.

Save as disclosed above and as at the Latest Practicable Date, there are no other material contracts (not being contracts entered into in the ordinary course of business) entered into by members of the Group within the two years immediately preceding the Latest Practicable Date.

8. EXPERTS AND CONSENTS

The names and qualifications of the professional adviser who has been named in this circular or given their opinion or advice which are contained in this circular are set forth below:

Name	Qualification
PricewaterhouseCoopers	Certified Public Accountants under Professional Accountants Ordinance (Cap. 50 of the Laws of Hong Kong) and Registered Public Interest Entity Auditor under Accounting and Financial Reporting Council Ordinance (Cap. 588 of the Laws of Hong Kong)

PricewaterhouseCoopers has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its reports and/or reference to its names or opinions in the form and context in which they appear.

As at the Latest Practicable Date:

(a) PricewaterhouseCoopers did not have any direct or indirect interests in any assets which have been, since 31 December 2025 (being the date to which the latest published audited financial statements of the Group were made up), acquired, disposed of or leased to, or which are proposed to be acquired, disposed of by or leased to, any member of the Group; and

(b) PricewaterhouseCoopers did not have any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

9. GENERAL

(a) The company secretary of the Company is Ms. Rosenna Ho, who is a fellow member of both the Hong Kong Chartered Governance Institute (formerly known as Hong Kong Institute of Chartered Secretaries) and the Chartered Governance Institute in the United Kingdom.

(b) The Company's registered office is at 4/F, Harbour Place, 103 South Church Street, P.O. Box 102420, Grand Cayman KY1-1002, Cayman Islands.

(c) The Company's principal place of business in Hong Kong is at 3rd Floor, Plaza 2000, 2-4 Russell Street, Causeway Bay, Hong Kong.

(d) The share registrar of the Company is Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

(e) In the event of inconsistency, the English text of this circular shall prevail over its Chinese text.

10. DOCUMENTS ON DISPLAY

Copies of the following documents will be on display on the Stock Exchange's website (www.hkexnews.hk) and the Company's website (www.euroeyes.com) for a period of 14 days from the date of this circular:

(a) the Sale and Purchase Agreement;

(b) the Subscription Agreement;

(c) the accountant's report of the Target Group from by PricewaterhouseCoopers as set out in Appendix II to this circular;

(d) the report on the unaudited pro forma financial information of the Enlarged Group from PricewaterhouseCoopers, the text of which is set out in Appendix III to this circular;

(e) the material contracts referred to in the paragraph headed "Material Contracts" in this appendix;

(f) the written consent referred to in the paragraph headed "Experts and Consents" in this appendix; and

(g) this circular.

EuroEyes International Eye Clinic Limited
德視佳國際眼科有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1846)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the "**EGM**") of EuroEyes International Eye Clinic Limited (the "**Company**") will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 17 July 2026 at 4:00 p.m., for the purpose of considering and, if thought fit, passing with or without modification the following resolution as an ordinary resolution of the Company. Unless otherwise defined, capitalised terms used in this notice (including the resolution) shall have the same meanings as those defined in the circular of the Company dated 30 June 2026 (the "**Circular**").

ORDINARY RESOLUTIONS

"**THAT**

(a) the Sale and Purchase Agreement dated 20 February 2026, between (1) EuroEyes Netherlands Holding B.V. as purchaser; (2) the Vendors; and (3) the Company as the purchaser's guarantor, for the sale and purchase of the entire issued share capital of the Target Company as at the completion of the aforesaid agreement (a copy of which is tabled before the meeting marked "A" and signed by the chairperson of the meeting for the purpose of identification), and the transaction contemplated thereunder be hereby ratified, confirmed and approved;

(b) the Subscription Agreement dated 16 June 2026, between (1) EuroEyes Netherlands as issuer; and (2) Manco as subscriber; and (3) STAK, pursuant to which EuroEyes Netherlands agreed to issue the Subscription Shares to Manco for an aggregate Issue Price of up to EUR20,650,000, on the assumption that the Reinvestment Opportunity is taken up fully by the Surgeons, for a maximum amount of EUR10,000,000 alongside the fixed Reinvestment by the Managers of the Target Group in the amount of EUR10,650,000, resulting in the issued share capital of EuroEyes Netherlands being owned as to approximately 84.18% by the Company and approximately 15.82% by Manco, (a copy of which is tabled before the meeting marked "B" and signed by the chairperson of the meeting for the purpose of identification), and the transaction contemplated thereunder be hereby ratified, confirmed and approved;

(c) the grant of the Put Option by the Company to Manco pursuant to the terms of the Shareholders' Agreement, which entitles Manco (at the request of a Participant) to sell the Put Option Shares to the Company at a price equal to the Put Option Price (as defined in the Shareholders' Agreement), be hereby ratified, confirmed and approved; and

(d) the acquisition of a right by the Company from Manco, entitling the Company to acquire from Manco all the Call Option Shares at a price equal to the Call Option Price (as defined in the Shareholders' Agreement), be hereby ratified, confirmed and approved.

By Order of the Board
EuroEyes International Eye Clinic Limited
Dr. Jørn Slot Jørgensen
Chairman and Executive Director

Hong Kong, 30 June 2026

Notes:

1. Any shareholder of the Company entitled to attend and vote at the EGM shall be entitled to appoint person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a shareholder of the Company. On a poll, votes may be given either personally or by proxy.

2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.

3. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

4. In order to be valid, the instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's share registrar in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.

5. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the meeting was originally held within 12 months from such date.

6. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

7. The register of members of the Company will be closed from Tuesday, 14 July 2026 to Friday, 17 July 2026 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for entitlement to attend and vote at the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Monday, 13 July 2026. The record date for ascertaining the Shareholders' entitlement to vote at the EGM is Friday, 17 July 2026.

8. A proxy form of the EGM is enclosed in the circular of the Company dated 30 June 2026.

9. In the event that a gale warning (tropical cyclone no. 8 or above) is hoisted, or "extreme conditions" caused by a super typhoon exists, or black rainstorm warning is in effect at any time between 9:00 a.m. and 10:30 a.m. on the day of the EGM, the EGM will be automatically postponed to a later date. In this event, the Company will, as soon as practicable, post an announcement on its website and on the website of the Stock Exchange to notify the shareholders that the EGM has been postponed (however, a failure to post such an announcement shall not affect the automatic postponement of the EGM). The shareholders may also call the Company at (852) 2111 3937 to enquire whether the EGM has been cancelled. When the date, time and location of the rescheduled EGM has been fixed, the Company will post a further announcement on its website and on the website of the Stock Exchange to notify the shareholders of the date, time and location of the rescheduled EGM. At least seven clear days' notice shall be given of the rescheduled EGM. The shareholders should in any event exercise due care and caution when deciding to attend the above EGM in adverse weather conditions.

10. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Board comprises Dr. Jørn Slot Jørgensen, Mr. Jannik Jonas Slot Jørgensen, Professor Dan Zoltan Reinstein and Mr. Marcus Huascar Bracklo as executive Directors; and Mr. Hans Helmuth Hennig, Ms. Katherine Rong Xin and Mr. Philip Duncan Wright as independent non-executive Directors.