EuroEyes

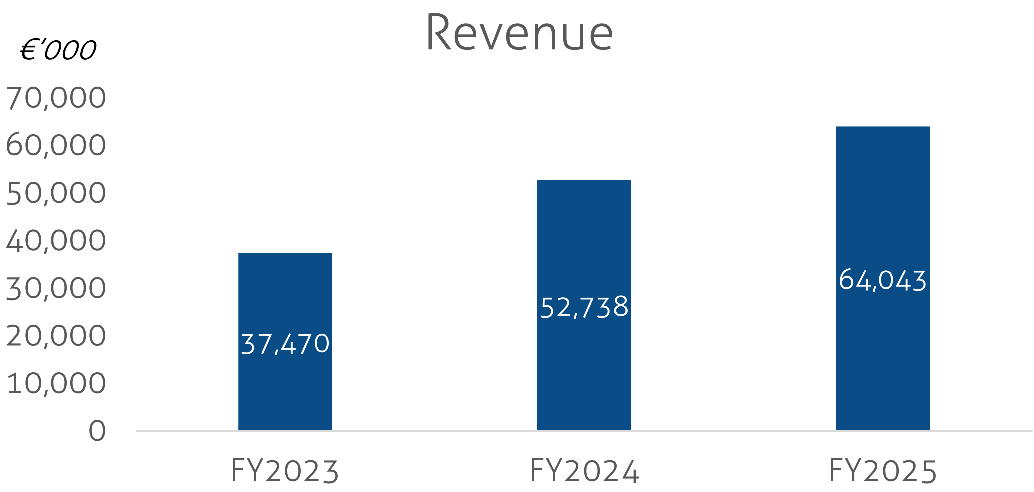
EuroEyes to expand its scale by 65% with a strategic move into the Netherlands

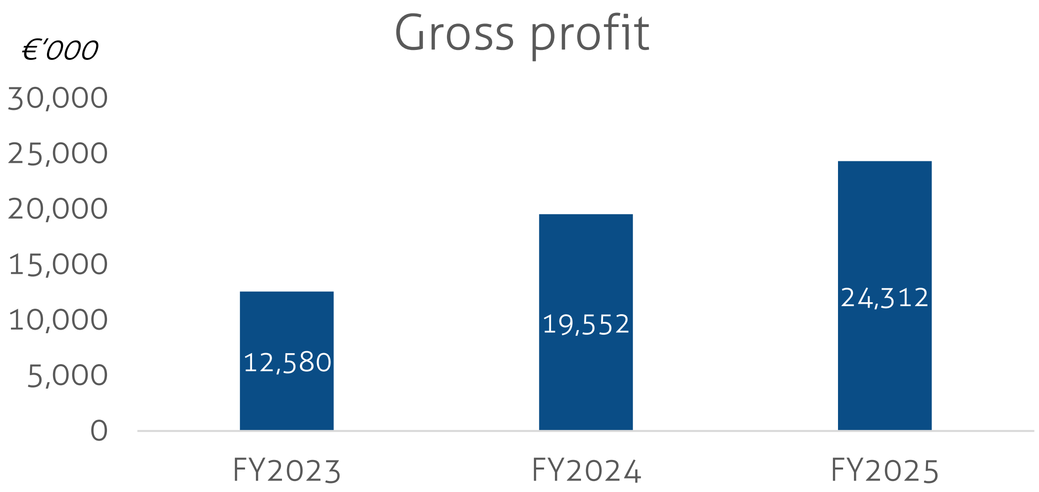
Reasons for and benefits of the acquisition

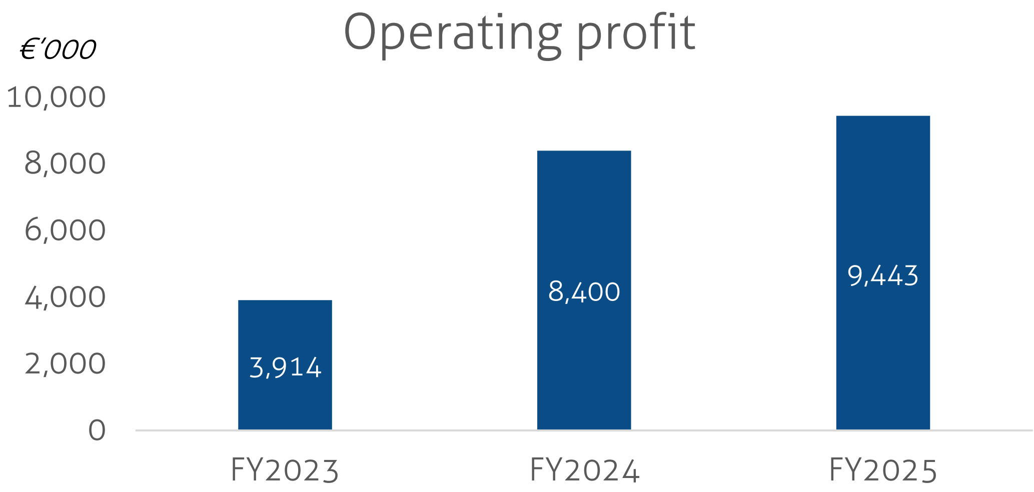
- FYEO's focus on self-pay refractive surgery - primarily presbyopia - and fully patient centered mindset makes it an excellent strategic fit with EuroEyes
- FYEO's management team has a strong track record achieving 30%+ CAGR over the last three years
- FYEO's strong position in the rapidly growing Dutch market allows it to achieve premium pricing and attractive margins
- The acquisition will expand the Group's revenue by c.65%, enabling significantly improved terms with key suppliers

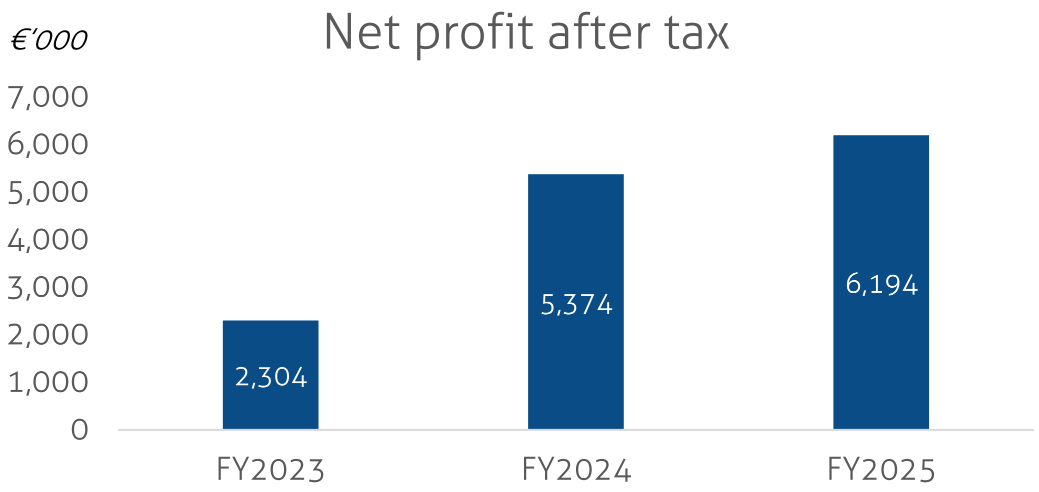
The acquisition will strengthen Euroeyes' market position, enhance the overall competitiveness, ensure long-term sustainable development and create value for the Company and its Shareholders

FYEO'S strong performance over the past 3 years









EuroEyes

Pro forma financials as if the acquisition occurred on 1 January 2025

For the year ended 31 December 2025 *HK$'000*	EuroEyes	FYEO	Pro forma adjustment	Pro forma consolidated statement of the Enlarged Group
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**
Operating expenses	(209,704)	(120,424)	(47,209)	(377,337)
Amortization of brand name			*(19,033)*	
Additional employee benefit expenses			*(9,534)*	
One-off professional fees and transaction costs associated with the Acquisition			*(18,642)*	
Operating profit	**114,628**	**76,485**		**143,904**
Finance expenses, net	(12,190)	(8,677)	(29,157)	(50,024)
Profit before income tax	**102,438**	**67,808**		93,880
Income tax expense	(45,805)	(17,645)	4,902	(58,548)
Profit for the year	**56,633**	**50,163**		**35,332**

Details of pro forma adjustment

- **Amortization of brand name**: this is a *non-cash* expense. The brand name will be amortized over a useful life of 10 years. This cost will be booked in the Group's financial statements on a *pro rata basis* depending on the closing date for FY2026

- **Additional employee benefit expenses**: this is a *non-cash* expense related to the fair value adjustment of the call option in the management reinvestment scheme. This will be reassessed based on FYEO's performance over the next three years. This cost will be booked in the Group's financial statements on a *pro rata basis* depending on the closing date for FY2026.

- **Professional fees**: this is the *one-off* acquisition related costs paid to various professional parties.

- **Finance expenses**: finance cost on the bank borrowings of approximately HK$691M drawn for the acquisition. The borrowing bears interest at floating interest rate. This cost will be booked in the Group's financial statements on a *pro rata basis* depending on when the funds are drawn from the bank for FY2026.

EuroEyes

Non-cash and one-off items made up of the majority of pro forma adjustments

For the year ended 31 December 2025 HK$'000	EuroEyes	FYEO	Pro forma adjustments	Pro forma consolidated statement of the Enlarged Group
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
EBITDA	242,311	106,668	(28,176)*	320,803
Adjusted financial figures				
Adjusted EBITDA excluding non-cash and one-off pro forma adjustments	242,311	106,668		348,979
Adjusted Profit for the year excluding non-cash and one-off pro forma adjustments	56,633	50,163	(29,157)**	77,639

EBITDA and adjusted net profit

- Excluding the impact of the amortization of brand value, the EBITDA of the enlarged group would amount to HK$349M
- Excluding the non-cash and one-off items, the net profit for the Enlarged Group for the year ended 31 December 2025 would amount to HK$77.6M.

Notes:

*one-off professional fees and transaction costs associated with the acquisition of HK$18.6M and additional employee benefit expenses of HK$9.5M

**refers to the finance expenses associated with the UniCredit acquisition loan

EuroEyes

Synergies arising from the acquisition

Cost savings in raw materials

- Both EuroEyes and FYEO stand to gain from increased bargaining power with suppliers, resulting in meaningful reductions in procurement costs

Enhanced operational efficiency

- A unified business model will be implemented across both brands to enhance operational efficiency

Reductions in marketing expenses

- Joint marketing campaigns will be conducted to achieve further reductions in advertising expenses
- Synergies in combining the complementary marketing strategies of both companies

Considerations and source of fund

Consideration

- Enterprise Value: €135m (cash and debt free)

EV/EBITDA multiple:

10.2x

FYEO FY2025 reported EBITDA: €13.17m

Payment

- Maximum consideration: €145.8m (~HK$1,234.0m), consist of*
  - Equity consideration: €131.8m (~HK$1,115.2m)**
  - Locked Box Compensation
  - Less leakage amount

Source of fund

- ~HK$434m from company internal resources
- ~HK$625m from bank borrowings
- ~HK$175m from FYEO management team investment***

*Based on the assumption that completion occurs on 15 July 2026 and the leakage amount is nil
**As calculated based on Enterprise Value plus cash minus any outstanding debt/liabilities
***FYEO's current management team will subscribe c. 10% of the issued share capital of EuroEyes Netherlands and become minority shareholders

Post acquisition

- Expected completion date: on or before 31 July 2026
- FYEO Europe B.V. will initially become a wholly-owned subsidiary of EuroEyes Netherlands BV, that being reduced by management subscription of shares post closing
- The existing FYEO leadership team will remain in place and will reinvest ca. 50% of their proceeds in EuroEyes Netherlands, acquiring a ca. 10% share in EE Netherlands BV
- After 3 years, members of the leadership team will have a put option, and the Group will have a call option, for their ca. 10% minority shares
- The exercise price for these options will be determined based on a multiple of 10 times the normalized EBITDA of EuroEyes Netherlands minus net debt
- FYEO will be integrated as a sub-brand within EuroEyes in the Netherlands
- EuroEyes will benefit from increased operational scale

Thank You For Your Attention!