



PET SERVICE HOLDING NV

A limited liability company with authorized capital of €225,000
Samsonweg 2, 1521 RC Wormerveer, The Netherlands

INFORMATION DOCUMENT

JULY 2025

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The present Information Document does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71.

The present Information Document has been drawn up under the responsibility of the Company. It has been reviewed by the Listing Sponsor and has been subject to an appropriate review of its completeness, consistency and comprehensibility by Euronext

The proposed transaction does not require the approval of the Autoriteit Financiële Markten (AFM of the Netherlands) nor the one of the Autorité des Marchés Financiers (AMF of France). This document has therefore not been approved by a European Regulator.

Copies of this document, hereinafter referred to as the "Information Document", are available free of charge at the registered office of Pet Service Holding NV, hereinafter referred to as the "Company" or the "Group", and from ALDEBARAN GLOBAL ADVISORS. This document can also be consulted on the website of Pet Service Holding (www.petserviceholding.com).



Aldebaran
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GENERAL REMARKS

In this Information Document, the terms ‘PSH’ or the ‘Company’ refer to Pet Service Holding N.V. and the ‘Group’ refers to Pet Service Holding N.V. and its affiliated companies.

This Information Document contains information on the Group's objectives and areas of development. These statements may be identified by the use of forward-looking terminology such as ‘expects’, ‘anticipates’, ‘intends’, ‘plans’, ‘believes’, ‘estimates’, ‘intends’, ‘may’, ‘should’, ‘will’, ‘would’, ‘may’, ‘may not’, ‘should’, ‘would not’, ‘could not’ or similar expressions or variations thereof.

The reader's attention is drawn to the fact that these objectives and development paths depend on circumstances or facts whose occurrence or realisation is uncertain.

These objectives and development paths are not historical data or forecasts and should not be interpreted as guarantees that the facts and data stated will occur, that the assumptions will be verified or that the objectives will be achieved. By their very nature, these objectives may not be achieved and the statements or information contained in this Information Document may prove to be incorrect, without the Group being under any obligation to update them, subject to applicable regulations.

Investors should carefully consider the risk factors described in chapter 3 ‘Risk factors’ of this Information Document before making an investment decision. The occurrence of some or all of these risks could have a negative impact on the Group's business, financial situation, financial results or objectives. In addition, other risks not yet identified or considered insignificant by the Group could have the same negative effect and investors could lose all or part of their investment.

This Information Document also contains information about the Group's business and the market and industry in which it operates. This information has been obtained from internal and external research sources (analysts' reports, specialist studies, industry publications and any other information published by market research firms, companies and public bodies). The Group believes that this information gives a true and fair view of the market and industry in which it operates and accurately reflects its competitive position; however, although this information is considered reliable, it has not been independently verified by the Group and the Group cannot guarantee that a third party using different methods to gather, analyse or calculate market data would obtain the same results. The Group, the Group's direct or indirect shareholders, and the Listing Sponsor make no representation or warranty as to the accuracy of this information.



SECTION 1: GLOBAL INFORMATION ABOUT THE COMPANY

1 PERSON RESPONSIBLE FOR THE INFORMATION DOCUMENT

1.1 Identity of the person responsible

Ron van Veldhoven
CEO and member of the Management Board
Pet Service Holding N.V.

1.2 Declaration of the person responsible

I declare that, to the best of my knowledge, the information provided in the Information Document is fair and accurate and that, to the best of my knowledge, the Information Document is not subject to any material omissions, and that all relevant information is included in the Information Document.

24 July 2025

Ron van Veldhoven
CEO and member of the Management Board
Pet Service Holding N.V.

1.3 Expert reports

[Not applicable]

1.4 Listing Sponsor

ALDEBARAN GLOBAL ADVISORS
141, rue La Fayette
75010 Paris



2 STATUTORY AUDITORS

The Company's independent auditor is The Audit Company B.V. with business register number 62279335, and registered business address at Oude Middenweg 17, 2491 AC The Hague The Netherlands. The partners of The Audit Company B.V. are members of the Royal Netherlands Institute of Chartered Accountants (Dutch: Koninklijke Nederlandse Beroepsorganisatie van Accountants) and the SRA. The Audit Company has been the Group's independent auditor since 15 February 2022, and the Group's independent auditor for the period covered by the financial information. The Audit Company has been appointed for 4 years, until the publication of the 2025 annual report. Except for the annual Financial Statements, The Audit Company B.V. has not audited, reviewed or produced any report on any information in this Information Document.



3 RISK FACTORS

The Group operates in a changing environment that involves risks, some of which are beyond its control. Investors are advised to consider all the information contained in the Information Document, including the risk factors described in this chapter, before deciding to subscribe to or acquire shares of the Group. The Group has conducted a review of the risks that could have a significant adverse effect on the Group, its business, its financial condition, its results, its outlook, or its ability to achieve its objectives.

As of the date of this Information Document, the Group is not aware of any significant risks other than those presented in this chapter. However, investors should note that the list of risks and uncertainties described below is not exhaustive. Other risks or uncertainties, which are currently unknown or not considered by the Group at the date of this Information Document as likely to have a significant adverse effect on the Group, its business, its financial condition, its results, or its outlook, may exist or could become important factors that could have a significant adverse effect on the Group, its business, its financial condition, its results, its development, its outlook, or its ability to achieve its objectives.

The Company has summarized these risks into five categories below, without any ranking among them. However, within each category, the most important risks, according to the Company's assessment, are presented first based on their potential negative impact on the Company and their probability of occurrence.

For each of the risks outlined below, the Company has proceeded as follows:

- Presentation of the gross risk, as it exists within the context of the Company's activities;
- Presentation of the measures implemented by the Company to manage the said risk.

The application of these measures to the gross risk allows the Company to analyze a net risk. The Company has evaluated the criticality of the net risk based on the joint analysis of two criteria: (i) the probability that the risk occurs, and (ii) the estimated magnitude of its negative impact.

The probability of occurrence is assessed at three levels, according to the following qualitative scale:

- Low;
- Medium;
- High.

The magnitude of the risk represents the impact of this event on the Company, should it occur. It is measured according to the following qualitative scale:

- Low;
- Medium;
- High.



The criticality level of each net risk is presented below, according to the following qualitative scale:

- Low;
- Medium;
- High.

<i>Type of risk</i>	<i>Occurrence probability</i>	<i>Scope of risk</i>	<i>Degree of net risk criticality</i>
1 - RISKS RELATED TO THE BUSINESS AND INDUSTRY IN WHICH THE GROUP OPERATES			
Risks related to the execution of the Group strategy	Medium	High	High
Risks related to customer attraction and retention	High	Medium	High
Risks related to general economic conditions	Medium	High	High
Risks related to competition	Low	High	High
Risks related to the integration of acquired and future businesses	Low	Medium	Medium
Risks related to dependence on management and key employees	Medium	Medium	Medium
Risks related to system failures, IT and cybercrimes	Low	Medium	Medium
Risks related to the Group's intellectual property (IP)	Low	Medium	Medium
Risks related to product liability and responsible sourcing	Low	Medium	Medium
Risks related to contract structure	Low	Low	Low
2 - RISKS RELATED TO LAWS, REGULATIONS AND LITIGATION			
Risks related to general laws and regulations	Medium	Medium	Medium
Risks related to data protection, privacy compliance and legal disputes	Medium	Medium	Medium
Risks related to veterinary medicinal products	Low	Low	Low
3 - RISKS RELATED TO THE GROUP'S FINANCIAL SITUATION			
Risks related to future profits	Medium	Medium	Medium
Risks related to the need to raise additional funds to execute the Group's growth strategy	Low	Medium	Medium



3.1 Risks related to the business and industry in which the Group operates

3.1.1 Risks related to the execution of the Group's strategy

The Group has a well-defined growth strategy aimed at expanding its online sales of pet supplies and veterinary medicines through both organic growth and external acquisitions. While the Group has made significant strides in its relatively short operating history, there can be no guarantee that it will achieve its objectives or successfully implement its growth strategy as anticipated. Furthermore, the costs associated with executing this strategy may exceed expectations.

A key element of the Group's strategy is attracting and retaining customers, as further discussed in Section 3.1.2 ("Risks related to customer attraction and retention"). To support this effort, the Group has made significant acquisitions, allowing it to scale its online sales business and benefit from economies of scale. Recent acquisitions, such as Asklepios NV, Dierapotheek.com, and the stock and inventory of Van Ree B.V., exemplify the Group's focus on broadening its portfolio and offering an expanded range of products and services to its customers. These acquisitions have allowed the Group to strengthen its market presence and enhance its competitive advantage in the pet care and veterinary products sector.

In addition to external growth, the Group is investing in initiatives aimed at creating operational synergies and diversifying its revenue streams. However, the successful execution of this strategy may be impacted by factors outside the Group's control, such as macroeconomic changes, inflationary pressures, rising interest rates, economic downturns, and geopolitical tensions. These external factors can influence consumer spending habits and limit the Group's ability to invest in the continued implementation of its strategic objectives.

Any significant delays, failures, or unforeseen costs related to the execution of the Group's strategic objectives could have a material adverse impact on its business, financial condition, operational results, cash flows, and future prospects.

Measures of risk management:

The Group's success is highly dependent on the controlled and effective execution of its strategy. To mitigate execution risk, the Group has implemented several quality control measures, ensuring that each



phase of the strategy is carefully monitored and adjusted as needed. The Group operates a comprehensive management control cycle, including planning, execution, monitoring, and feedback loops.

Key performance indicators (KPIs) are tracked regularly to assess the Group's progress. These include metrics such as website traffic, advertising costs, sales performance, return rates, profit margins, and delivery times, all of which are monitored at least monthly. In the online sales sector, specific attention is given to monitoring product returns and customer complaints, broken down by brand and product. This early detection system allows the Group to identify underperforming products quickly and remove them from its offering before they generate further customer dissatisfaction or returns.

The Group's ability to adapt its strategy in response to changing market conditions and consumer preferences is crucial to its long-term success. Continuous evaluation and adjustment of strategic initiatives, coupled with proactive risk management, will help ensure that the Group remains agile and capable of executing its growth plans in a competitive and dynamic market environment.

Ranking of the risk: High

3.1.2 Risks related to customer attraction and retention

The Group's future financial performance depends on its ability to attract new customers and retain existing ones who continue to purchase its products and services. This ability is influenced by several factors, including effective promotion of the Group and its offerings, a diverse range of products and services, competitive pricing, and favorable shopping conditions.

The Group competes not only on price but also in areas such as product variety, the online shopping experience, and overall customer service. For example, recent increases in transportation costs and inflation have led to higher shipping fees for customers. If competitors excel in these areas, it could result in a loss of customers and reduced profitability for the Group.

Additionally, changing consumer preferences, such as the growing demand for organic and sustainable pet products, pose a challenge. Failure to attract and retain a sufficient number of customers or adapt to evolving consumer preferences could have a material adverse effect on the Group's business, financial condition, operating results, cash flow, and future prospects.

Measures of risk management: For online sales specifically, several strategies are being implemented to enhance customer satisfaction and loyalty, supporting the Group's efforts to retain and expand its customer base:



- **Optimized User Experience:** The online shops focus on providing an optimal user experience. This includes regular testing of site functionality, accessibility, and user interface to ensure ease of navigation and use.
- **Efficient Order Fulfilment:** Systems are in place to ensure accurate and timely order fulfilment. Key metrics such as inventory levels, order processing times, shipping accuracy, and customer satisfaction are regularly monitored.
- **Secure Payment Processing:** All payment transactions are closely monitored to ensure they are processed securely and accurately. Monthly reconciliation of inventory systems, order systems, bookkeeping, and bank balances is conducted to maintain financial integrity.
- **Responsive Customer Support:** The Group has established a robust customer support system across all online sales outlets. This includes monitoring customer feedback, promptly addressing inquiries and complaints, and providing clear and accurate information to customers.

Ranking of the risk: High

3.1.3 Risks related to general economic conditions

The Group's business and financial performance are influenced by general economic conditions. Current global economic dynamics, characterized by moderate economic growth, high inflation, and ongoing geopolitical tensions in Ukraine and the Middle East, pose significant challenges. Elevated inflation rates can lead to increased costs for goods and services sourced from third parties, while geopolitical instability may disrupt supply chains and fuel price volatility. In addition, rising protectionism and the risk of a renewed trade war — particularly in light of U.S. tariff increases under the Trump administration — could negatively impact international trade and regulatory stability. These factors could materially impact the Group's business, financial condition, results of operations, cash flows, and future prospects.

Consumer confidence and spending have shown signs of recovery compared to the post-COVID downturn, yet high inflation has resulted in reduced purchasing power. These factors have significant impact on the Pet sector. Consumers may adjust their spending behavior, prioritizing essential items and opting for lower-cost alternatives. The Group may face difficulties in passing on increased costs to customers without affecting demand.



Furthermore, rising fuel and shipping costs due to inflationary pressures and geopolitical instability have led to higher operational expenses. There is no guarantee that the Group can offset these cost increases through higher prices or cost management strategies.

Measures of risk management: The Group continually reviews its business model to identify vulnerabilities. As approximately 80% of its costs are purchased and order-related, its trading model is relatively resilient to revenue fluctuations. The Group is not active in the U.S. market and has no plan to expand in the U.S. in the short term. It focuses its commercial activities within the European market.

To address rising costs, the Company will seek long-term contracts with fixed prices and diversify the supplier base to secure competitive pricing. For general price increases, such as wage inflation impacting the entire industry, the Company will pass these costs on to customers to maintain healthy margins.

Ranking of the risk: High

3.1.4 Risks related to competition

The Group's future profitability will be dependent on its ability to compete effectively in the markets in which it operates. The Group competes in a wide-ranging competitive market including large pet specialists, pure play online competitors, online marketplaces, direct to customer businesses, supermarkets, discounters, online pet healthcare platforms, veterinary groups, and independent practices. The Group must continue to grow its presence online while keeping ahead of, and responding to, developments by its competitors around price, range of services offered and experience. There also remains a level of uncertainty of any further impact of economy and inflation on consumer and household budgets.

Deterioration in the Group's relationship with its suppliers, or other competitors having a stronger relationship with suppliers, as well as suppliers' increase of prices on the products the Group purchases, could also have a material adverse impact on the Group's competitive position, including its sales volumes and margins.

Any failure to compete efficiently could have a material adverse effect on the Group's business, results of operations, cash flows, financial condition and/or prospects.

Measures of risk management: The Group operates in a highly competitive market, and ongoing economic and inflationary pressures continue to create uncertainty for consumers regarding their household budgets. However, PSH has established robust strategies, processes, and structures to closely monitor these challenges and adapt consumer offerings as needed.



- **Enhanced Value Proposition:** The Company continues to focus on strengthening the value and pricing strategies while effectively communicating these benefits to customers.
- **Optimization of Online Sales Channels:** A significant portion of the Group's margin currently comes from online sales activities. PSH will continue to develop marketing strategies to build brand awareness and drive traffic to the online shops. All online shops are optimized for search engines to increase visibility and attract more traffic. This includes enhancing product descriptions, metadata, and using relevant keywords and phrases to improve search engine rankings.
- **Market and Competitor Analysis:** The Company regularly analyzes market trends and competitor pricing to ensure to provide competitive value and the best options for the consumers.
- **Innovative Consumer Offerings:** PSH will continue to develop impactful consumer propositions that cater to the evolving pet care needs of the customers, delivering differentiated value in the market.

Ranking of the risk: High

3.1.5 Risks related to the integration of acquired and future businesses

The Group has been actively expanding its operations through acquisitions, including recent purchases of Asklepios, Dierapotheek.com, and the stock and inventory of Van Ree B.V. These acquisitions have allowed PSH to broaden its portfolio and offer a wider range of products and services. Dierapotheek.com, known for its excellent service and extensive selection of veterinary medicines and products, aligns well with PSH's mission to enhance animal health and welfare. This complements the existing offerings from other Group entities such as Van Ree, Vitaux BV, Dierenapotheek.nl, Jachtinstinct, and Aesculaap in Boxtel. Together, these companies serve both the B2C and B2B markets, delivering to retailers, veterinarians, wholesalers, and consumers, thereby solidifying PSH's position in the animal care sector.

While the Group believes that the integration of these acquisitions has been successful so far, there is a risk that future integrations could encounter difficulties. Potential challenges include an inability to effectively integrate the acquired companies' products and services, or the failure to realize the expected synergies and commercial benefits.

Additionally, the Group is exploring further strategic acquisitions to continue its growth trajectory. The success of this strategy depends on several factors: identifying suitable acquisition targets, conducting



thorough due diligence, negotiating favorable terms, obtaining necessary approvals, and successfully integrating the acquired businesses into the Group. If these factors are not managed effectively, the Group may struggle to achieve the expected cash flows, growth, or synergies from these acquisitions. There is also a risk of unforeseen liabilities emerging post-acquisition, which could require additional investments and divert management's focus from other priorities.

If any of these risks materialize, they could adversely impact the Group's business, financial condition, operational results, cash flow, and future prospects.

Measures of risk management:

To mitigate these risks, the Group develops a comprehensive integration plan for each acquisition. This plan includes a detailed timeline, budget, and clearly defined roles and responsibilities. The Group focuses on retaining and nurturing key assets acquired, such as customer bases, specialized knowledge, IT systems, and essential personnel.

Effective communication is critical throughout the integration process. This involves regular updates to employees, customers, and other stakeholders of the acquired company, as well as clear internal communication within the Group to ensure alignment with the integration plan. In most cases, the Group makes specific arrangements with key personnel to retain them for at least six months post-acquisition, ensuring the preservation of valuable knowledge and information. The Group also prioritizes knowledge transfer and codification to safeguard critical expertise.

Ranking of the risk: Medium

3.1.6 Risks related to dependence on management and key employees

The Group relies heavily on the knowledge, experience, and commitment of its management team and key employees for its performance and future development. This includes the Managing Directors, Senior Management, and other essential staff who play a crucial role in helping the Group adapt to ongoing changes in the pet care market, evolving product and industry standards, and shifting customer preferences. Furthermore, the Group depends on the professional license of its in-house veterinarians to sell pet medicines.



There is no guarantee that the Group will continue to attract and retain the necessary management and key employees to support the development and operation of its business. The Group's consultancy and employment agreements do not include non-compete or non-solicitation clauses, leaving the Group vulnerable to competitive actions from departing management or employees. If the Group were to lose one or more members of its management team or other key employees, or if it fails to recruit new key personnel in the future, this could have a material adverse effect on the Group's business, operational results, cash flows, financial condition, and future prospects.

Measures of risk management:

The Group aims to foster an open and positive work culture to minimize employee turnover. Compensation packages are set at or above market levels and include long-term incentives such as bonuses and stock appreciation rights. While any staff changes would require additional efforts to hire and train replacements, the Group does not anticipate a significant impact on day-to-day operations. To ensure business continuity in the event of an unplanned departure, the Group has implemented measures such as codification of knowledge, internal training programs, and, where feasible, redundancy in staffing.

Ranking of the risk: Medium

3.1.7 Risks related to system failures, IT and cybercrimes

The Group relies on the efficient and uninterrupted operation of its technological systems and networks to conduct its business. Any significant disruption, such as system failures, computer viruses, security breaches, facility issues, terrorism, war, telecommunication failures, or energy blackouts, could materially impact the Group's business, operational results, cash flows, financial condition, and future prospects. Additionally, both the Group and its end-users face the risk of cyber-attacks from cybercriminals, hackers, or other malicious actors. The constantly evolving nature of cyber threats makes it challenging for the Group to prevent attacks and adapt to new threats effectively.

IT security breaches could lead to system shutdowns, business disruptions, and unauthorized access to confidential information, including personal data. Failure to invest in adequate technology infrastructure and cybersecurity measures could result in lost sales opportunities, data breaches, and a loss of consumer trust. The frequency of cybercrimes, particularly professional attacks, has increased significantly, especially following the escalation of geopolitical tensions, such as the war in Ukraine. These cyber threats could cause



both reputational and financial damage to the Group, adversely affecting its business, financial performance, and future outlook.

Measures of risk management:

The Group has partnered with a reputable IT service provider to host its systems and perform daily backups of all critical data. Websites and other essential systems are also regularly backed up offline or through a secondary provider. In the event of a cyberattack or security breach, the Group has a disaster recovery plan in place to minimize disruption and restore operations as quickly as possible.

The Group has implemented several security measures to protect the Group's systems and data, ensuring business continuity and safeguarding the trust of customers and stakeholders:

- **Enhanced Security Protocols:** Use of strong passwords and two-factor authentication.
- **Secure Communication:** All websites and related payment systems use HTTPS encryption.
- **Regular Software Updates:** Consistent updates of software, including the website platform, content management system, and third-party applications or plugins.
- **Employee Training:** Regular training for employees on identifying and avoiding common phishing scams and other social engineering tactics that could compromise sensitive data or lead to unauthorized access.

Ranking of the risk: Medium

3.1.8 Risks related to the Group's intellectual property (IP)

The failure to adequately protect the Group's intellectual property rights (IPR), including trademarks, trade secrets, or other proprietary information, could weaken the Group's brand and undermine its ability to compete effectively. The Group has registered its key trademarks appropriately. However, if its IPR is not sufficiently protected, this could reduce the distinctiveness of its brands, leading to consumer confusion and potential reputational damage.

Defending or enforcing the Group's IPR could require significant resources and divert management's attention away from core business activities, potentially impacting the Group's operations and financial performance, even if such efforts are ultimately successful. If any of these risks were to materialize, they



could adversely affect the Group's business, results of operations, financial condition, cash flow, and overall prospects.

Measures of risk management:

The Group's key intellectual property assets include URLs and search engine indexing. All URLs are registered with reputable domain registrars, and during acquisitions and integrations, special attention is given to ensuring the legal transfer of these assets. In the event of a brand name infringement or if a brand cannot be maintained for any reason, web traffic can be redirected to a new domain.

To safeguard its trademarks, the Group will regularly monitor their usage to identify potential infringements. This monitoring will involve the use of online tools to track social media platforms, e-commerce websites, and regular searches for similar trademarks. If any infringement is detected, the Group will take immediate action to protect its intellectual property.

Ranking of the risk: Medium

3.1.9 Risks related to product liability and responsible sourcing

The Group supplies a wide range of products in the pet sector, including animal accessories, books, posters, medical tools, pet food, pet care products, and veterinary medicinal products (VMPs) sold over-the-counter. Given the diversity of products offered, there is an inherent risk that defective products may reach consumers. Most products are distributed to online customers, and the logistics involved carry risks such as fire, strikes, or product loss, which could disrupt operations or reduce sales.

As the Group sources products and raw materials globally, it is exposed to international trade risks, including supplier failure, inflation, regulatory changes, and currency fluctuations. Failure to meet responsible sourcing commitments could damage consumer confidence and harm the Group's reputation, negatively impacting business performance. A disaster affecting a key logistics partner or veterinary product wholesaler could significantly disrupt the fulfilment of online orders.

The loss of a major supplier, inability to source products that meet the Group's standards, or supply chain disruptions leading to higher costs could negatively impact customer relationships and the Group's competitive position. Such issues could also expose the Group to financial penalties and product liability litigation, which could materially affect its business, financial position, cash flows, and future prospects.



Measures of risk management:

- The Group carefully selects suppliers and ensures they have robust quality control measures in place. Any customer complaint is reviewed to identify potential broader issues, and if necessary, the product may be temporarily withdrawn from sale.
- Rising production, material, and labor costs, along with supply chain disruptions, increase pressure on suppliers, potentially leading to reduced due diligence. To address this, the Group works closely with suppliers and industry partners to understand and mitigate these risks.
- The Group is also vigilant about the risk of supplier failure, whether due to insolvency or an inability to deliver products because of global supply chain challenges.

Ranking of the risk: Medium

3.1.10 Risks related to contract structure

The Group has not entered into written supply agreements with the suppliers of the products sold through its online shops, including its largest wholesale supplier NL Pharma Veterinair B.V. and Vobra (Sanimed). Even if the Group believes that it may be able to source products from other suppliers, if necessary, there can be no assurance that this will be the case. Should supply arrangements for any reason be lost without the Group being able to replace such arrangements, or should the Group's suppliers change their delivery terms, for example through significant price increases, this may have a material adverse effect on the Group's business, results of operations, financial position, cash flows and/or prospects.

Measures of risk management: The market for pet food and pet supplies is a competitive market with both a number of very large and stable players, like Mars Petcare and Nestlé Purina Petcare, and numerous smaller specialized players that provide similar products. Each of these players has an interest in selling more and will in principle be eager to work with a growing Group of online sales outlets. The Group will maintain open relationships with them all, visit trade shows and invest time in reviewing new suppliers and products in order to maintain sufficient alternatives.

Ranking of the risk: Low



3.2 Risks related to laws, regulations and litigation

3.2.1 Risks related to general laws and regulations

Compliance with the complex and evolving laws and regulations governing the Group's business operations may require significant time, capital, and operational adjustments. This could impact the manner in which the Group provides its services and potentially increase costs.

As the Group operates within the EU, it is subject to both national and EU regulations. These include, but are not limited to, the General Data Protection Regulation (GDPR) as mentioned in Section 3.2.2 ("Risks related to data protection, privacy compliance and legal disputes"), which governs the processing of personal data. Additionally, the Group's online activities are regulated under the e-Commerce Directive (Directive 2003/31/EC), and its sale of veterinary medicinal products is subject to the Veterinary Medicinal Products Regulation (Regulation (EU) 2019/6), as further detailed in Section 3.2.3 ("Risks related to veterinary medicinal products").

Compliance with these extensive regulations, as well as any other applicable legislation, may incur substantial costs, particularly given the Group's relatively small size. Changes in existing laws or the introduction of new regulations could hinder or delay the Group's operations, increase operating expenses, and potentially affect the Group's ability to achieve its business objectives and strategy. Furthermore, non-compliance with these regulations could result in severe consequences, such as litigation, financial penalties, or the loss of authorizations required for some or all of the Group's operations.

If these risks materialize, they could have a material adverse effect on the Group's business, operational results, financial condition, cash flows, and future prospects.

Measures of risk management: To mitigate these risks, the Group will appoint a legal advisor in each country where it operates, and top management will familiarize themselves with relevant local regulations. Additionally, involving local staff in activity planning will help identify and address any regulatory concerns that might otherwise be overlooked. The Group aims to foster a culture of compliance, ensuring that all employees understand the importance of adhering to legal requirements and feel encouraged to report any potential non-compliance issues.

Ranking of the risk: Medium



3.2.2 Risks related to data protection, privacy compliance and legal disputes

The Group's operations are subject to complex and evolving data protection and privacy regulations in various jurisdictions, including the GDPR in the EU/EEA. Ensuring compliance with these regulations, such as the use of cookie consent banners on all websites, is a priority for the Group. Non-compliance with data protection laws or security breaches resulting in unauthorized disclosure or misuse of personal data could lead to regulatory enforcement actions, litigation, and loss of customer trust, which could have a material adverse effect on the Group's business, financial position, and reputation.

In addition, the Group is exposed to other legal risks, including litigation related to product liability, intellectual property rights, contracts, taxation, and other operational disputes. The outcomes of such disputes are often unpredictable and could result in significant sanctions, such as fines, damages, contract invalidations, or operational restrictions. These risks could adversely impact the Group's business, financial condition, cash flows, and future prospects.

Measures of risk management:

The Group has implemented comprehensive measures to ensure business continuity and maintain the trust of customers and stakeholders. A robust privacy policy is in place for all websites, reviewed by specialists to ensure compliance with GDPR and other relevant regulations. Access to customer data is restricted to system administrators, and all payment transactions are handled by third-party providers with specialized protection systems. Any data breaches or unauthorized disclosures are promptly reported to the relevant authorities.

The Group actively addresses issues and complaints promptly to prevent escalation into larger disputes. All relevant documentation, such as customer records and supplier agreements, is maintained meticulously. In the event of potential litigation, the Group consults with legal professionals and, where possible, seeks resolution through mediation to avoid prolonged legal battles.

Ranking of the risk: Medium

3.2.3 Risks related to veterinary medicinal products

The Group is actively engaged in the supply of Veterinary Medicinal Products (VMPs). As such, the Group is subject to the Veterinary Medicinal Products Regulation, which imposes EU-wide rules regarding the approval, prescription, and distribution of VMPs. Compliance with these regulations across the jurisdictions where the Group operates is critical, but may result in increased operational costs and expose the Group to the risk of non-compliance due to the complexity of the regulations.



As part of its strategy, the Group has expanded its offerings to include prescription medicines for pets within the Asklepios group and holds the required license to do so, supported by licensed professionals thanks to the acquisition of Asklepios.

The ability to do so largely depends on the Group's ability to continue securing any necessary licenses for the supply of prescription medicines, as well as the specific terms outlined in future delegated or implementing regulations under the Veterinary Medicinal Products Regulation. These factors could impact the Group's strategic direction in the veterinary medicinal products market.

If the Group is unable to engage in the supply of prescription medicines for pets, or if any other risks related to regulatory compliance materialize, it could have a material adverse effect on the Group's business, financial performance, cash flows, and future prospects.

Measures of risk management: To mitigate these risks, the Group has established rigorous compliance procedures. All prescriptions for VMPs will be verified to ensure they are valid and issued by a licensed veterinarian, either within the Group or externally. The Group will continue to study relevant regulations, particularly those related to the sale and distribution of prescription medicines. If the Group is unable to obtain the required licenses or collaborate with licensed professionals, prescription medicines will not be sold.

Furthermore, the Group will only partner with reputable suppliers who provide high-quality medicines that meet all regulatory standards. Specific alerts will be implemented to monitor the distribution of high volumes of medicines to individual customers, helping to prevent misuse and illegal trading.

Ranking of the risk: Low



3.3 Risks related to the Group's financial situation

3.3.1 Risks related to future profits

The Group has a relatively short operating history. While its online sales business has shown promising growth, achieving a positive EBITDA margin for the first time in the reported full year results for 2024, the other commercial initiatives, such as the PetApp and the PetTracker, are not yet significant generating revenue.

The Group's commercial success depends on its ability to continue expanding its online sales business and successfully executing other elements of its strategy. However, there is no guarantee that the Group will achieve these objectives, nor that its cost structure—both for supply and services—will remain at expected levels. The Group may be unable to generate sufficient revenues at an acceptable cost to reach net profitability in the next few years or sustain long-term profitability. This could have a material adverse effect on the Group's business, operational results, financial position, cash flows, and future prospects.

Measures of risk management: According to Grand View Research, the pet care market in Europe (including pet food, medicines, and other supplies) is expected to grow at approximately 5% annually until 2027 or beyond. The online sales segment is projected to grow even faster, potentially up to 11% per year, due to the increasing shift toward online transactions. In such a broad and expanding market, companies that follow best practices and invest adequately in marketing are likely to achieve some level of growth.

The Group has a clear growth strategy focused on scaling its online sales business and achieving economies of scale. It is also pursuing strategic acquisitions and investments to support existing operations, create synergies, and diversify its revenue streams. Additionally, the Group has taken decisive actions to significantly reduce the development costs associated with the PetApp and the PetTracker to further strengthen the Group's future profitability.

Ranking of the risk: Medium



3.3.2 Risks related to the need to raise additional funds to execute the Group's growth strategy

The Group may need to raise additional funds in the future to execute its growth strategy. These funds could be obtained through debt, additional equity financing from existing or new shareholders, or other financing sources. However, there is no guarantee that sufficient capital will be available when needed, or that it will be available on favorable terms. The Group's ability to secure equity or debt financing will depend on several factors, including prevailing market conditions, the Group's business performance, operating results, and current debt levels.

If the Group raises additional equity by issuing new shares or other equity-linked securities, this could dilute the holdings of existing shareholders. Should the Group be unable to secure adequate funding, it may miss out on business opportunities, fail to respond effectively to competitive pressures, or struggle to develop its business in line with its strategic plans.

Measures of risk management: The Group has sufficient financial resources to cover its necessary expenses for the next 12 months. Its online sales are generating revenue and cash flow, and the Group reported positive EBITDA and positive net profit for the first time in the full year 2024. Additionally, the Group has demonstrated the ability to adapt its strategy to operate with less capital and still reach profitability and self-sustainability in the medium term.

For longer-term growth, the acquisition of larger companies may be part of the Group's strategy, making additional capital inflows essential. Nevertheless, the Group adopts a proactive approach to ensure that sufficient financing is always available to support its growth strategy, with the ultimate goal of protecting the interests of all shareholders.

Ranking of the risk: Medium



4 INFORMATION ABOUT THE COMPANY

4.1 History and development of the Company

4.1.1 Legal and commercial name of the Company

The Company's legal name is "Pet Service Holding N.V.".

The Company's commercial name is Pet Service Holding or PSH in short.

4.1.2 Place of registration of the Company, registration number and Legal Entity Identifier ("LEI")

The Company is registered with the Rotterdam Trade and Companies Register under number 70775834.

The Company's legal entity identifier (LEI) is 724500UV26LIYXV0UC28

4.1.3 Date of incorporation and length of life of the Company

The Company was incorporated on 13 April 2018 for an indefinite duration.

4.2 Registered office, legal form, legislation governing the activities, and contact details of the Company

The headquarters of Pet Service Holding is set at Samsonweg 2, 1521 RC, Wormerveer, The Netherlands.

The Company was incorporated as a limited liability company and is governed by Dutch law.

The Company's contact details are as follows

Tel.: 0031 757 572 685

Email address: info@petserviceholding.com

Website: www.petserviceholding.com



4.3 Important events in the development of the Company's business

The table below shows the key milestones for the Group's business:

Year	Event
2018	The Company was incorporated. ¹
2020	Acquisition of a 66% stake in Vitaux, a veterinary management agency that carries out marketing, communication and PR activities in the animal health sectors. Acquisition of the Dutch premium pet food brand, Jachtinstinct.
2021	The Company completed an equity raise and the depositary receipts were admitted to trading on the Dutch trading platform Nxchange. The Company acquired two online shops; "Dierenapotheek.nl" for the Dutch and Belgian market and "drpetcare.de" for the German market.
2022	Both online shops "Dierenapotheek.nl" and "drpetcare.de" were further optimized and integrated. Launch of the PetApp.
2023	The Company's shares were admitted to trading on Euronext Access + in Paris
2024	The Company made several strategic acquisitions: Asklepios BV (with its leading businesses Aesculaap and Pharamcy4pets), the assets of wholesaler Van Ree and "Dierapotheek.com", the online veterinary pharmacy.
2025	The Company recorded the initial sale of two veterinarian licenses.

Further information is available on the historical operations in the chapter 5. Business Overview.

¹ Previously named Nederlandse Paarden Registratie Maatschappij N.V.



5 BUSINESS OVERVIEW

5.1 Description of principal activities

Pet Service Holding NV is active in the online retail and professional distribution of food, medicines, and other pet supplies. The Company currently operates primarily in the Netherlands, Belgium, Germany with additional activities in France and Italy. The product range focuses on prescription and over-the-counter medicines, nutritional supplements, and high-quality food—segments known for both higher margins and stronger growth. PSH aims to acquire strong brands, achieve economies of scale, offer a competitive product portfolio, and leverage intelligent marketing and community building.

The Company's growth strategy is built on two core pillars:

1. **Expanding online sales:** This includes a strong focus on the online sales of pet supplies and medicines, capitalizing on the growing trend of e-commerce and digital platforms to reach a wider customer base.
2. **Targeting B2B and B2C markets:** The Company aims to serve both business-to-business (B2B) and business-to-consumer (B2C) segments, ensuring that its products and services are tailored to meet the needs of corporate clients, such as veterinary clinics and retail chains, as well as individual pet owners.



This dual approach allows the Company to diversify its revenue streams while leveraging synergies across both markets to drive sustainable growth.



Pet Service Holding NV is driven by its vision to improve the quality of life for pets and pet owners. By focusing on its growth strategy, the Group aims to provide convenient and accessible products and services that promote pet wellness and enhance the overall experience for pet owners.

5.1.1 Nature of Operations and Principal Activities

5.1.1.1 Product range

The Company's product range spans several categories. It includes pet food designed to meet various dietary needs, as well as veterinary medicines for both routine and specialized care. The grooming products offered cater to different types of pets, ensuring comprehensive care. Additionally, the Company provides a broad selection of accessories and equipment, such as toys, bedding, leashes, and travel gear. These products are all aimed at enhancing pets' well-being and comfort, while meeting the diverse needs of pet owners.

5.1.1.1.1 Pet food

Pet Service Holding offers an extensive range of pet food products, carefully designed to cater to a wide variety of dietary needs and preferences, ensuring the well-being of pets across different stages of life. These products are categorized into several key areas, each targeting specific nutritional requirements:

a) Standard pet

This category consists of everyday, balanced food options for cats, dogs, and other common pets. It is designed to meet the essential nutritional needs of pets and is suitable for regular, daily feeding. These products are made from a blend of proteins, carbohydrates, vitamins, and minerals to ensure pets receive a balanced diet that supports their overall health and vitality. These products are targeting pet owners looking for affordable, nutritious, and well-rounded diets for their pets.

b) Premium and specialized diets

This range targets pets with more specific dietary needs, focusing on premium ingredients that provide enhanced nutritional benefits. These products cater to pets with sensitivities, allergies, or more complex nutritional demands.

- **Grain-free options:** For pets with grain sensitivities or intolerances, grain-free products substitute carbohydrates with alternatives like sweet potatoes or peas.



- **High-protein diets:** Especially beneficial for active pets and growing puppies or kittens, these diets offer higher amounts of protein sourced from meat, fish, or poultry, supporting muscle growth and energy.
- **Hypoallergenic diets:** Designed for pets with food allergies, these formulas often contain limited ingredients and avoid common allergens like wheat, soy, or dairy.
- **Market trend:** There is a growing demand for premium and specialty pet foods as more pet owners become aware of their pets' unique dietary needs. This segment appeals to pet owners who view their pets as part of the family and are willing to invest in higher-quality, specialized food options.

c) Prescription diets

These veterinary-approved diets are formulated to address specific health conditions in pets. Pet Service Holding NV offers a wide selection of these products, which are typically recommended by veterinarians for managing or preventing health issues.

- **Conditions treated:** These diets can help manage obesity, diabetes, gastrointestinal disorders, kidney disease, and skin conditions. The formulations often include carefully selected ingredients and adjusted nutrient levels to support pets with chronic conditions.
- **Availability:** Typically available through veterinary clinics or online platforms with prescriptions, these diets play a crucial role in a pet's ongoing treatment plan.

d) Organic and Sustainably Sourced Pet Food

In response to the increasing demand for environmentally friendly and health-conscious products, Pet Service Holding NV has introduced new product lines focusing on organic and sustainably sourced ingredients. These products cater to eco-conscious pet owners who prioritize both their pet's health and the environmental impact of their purchasing decisions.

- **Organic pet food:** Made from ingredients that are free from synthetic pesticides, antibiotics, or genetically modified organisms (GMOs). Organic food tends to use whole ingredients, which are minimally processed, preserving their natural nutrients.
- **Sustainable sourcing:** These products emphasize environmentally responsible farming and fishing practices, with an eye towards reducing carbon footprint and promoting biodiversity. Some products



might use sustainably sourced fish or organic free-range meats, combined with biodegradable or recyclable packaging.

- **Consumer appeal:** As the awareness around sustainability and health continues to grow, these organic and sustainably sourced products attract pet owners who want to ensure their pets' food is both beneficial for their health and produced with minimal environmental impact.

Pet Service Holding has recently announced a strategic collaboration with Vobra Special Petfoods, a well-established leader in the high-quality pet food industry. The partnership aims to leverage Vobra's expertise in both private label and premium branded products, which could open doors for innovation within the pet food sector.

The Group's move towards offering premium, organic, and prescription diets reflects broader market trends within the pet industry. Increasingly, pet owners are looking for tailored nutrition that aligns with their values and addresses their pets' specific needs. The rise in pet humanization has contributed to the growth of this segment, with consumers willing to spend more on premium and specialized diets that offer clear health benefits.

Furthermore, as more consumers shift towards online shopping, the Group's e-commerce platform plays a key role in distributing these specialized diets. This ensures convenience for pet owners, making it easy to access vet-approved diets and sustainable options, even from remote locations.

By diversifying its product offerings to include a wide variety of standard, premium, prescription, and sustainably sourced pet foods, Pet Service Holding NV positions itself as a comprehensive provider in this market segment. The introduction of organic lines reflects a keen understanding of the growing eco-conscious consumer base, while premium and specialized diets meet the evolving needs of pets with unique dietary requirements. These strategic offerings are key to ensuring customer satisfaction and fostering brand loyalty in a competitive and growing market.

5.1.1.1.2 Veterinary medicines

Pet Service Holding NV offers a comprehensive range of veterinary medicines, addressing the growing demand for both preventive and treatment-based pet healthcare products. The Group's veterinary portfolio is designed to cater to common pet health issues, as well as more serious and chronic conditions that require prescription-based treatments.



a) Over-the-counter veterinary medicines

Pet Service Holding supplies a variety of over-the-counter (OTC) veterinary medicines, which are readily available to pet owners without the need for a prescription. These include:

- **Flea and tick control:** Products designed to protect pets from parasitic infestations, which are vital for preventing vector-borne diseases. These treatments are available in various forms such as topical treatments, oral medications, and collars.
- **Deworming products:** Essential for controlling internal parasites, especially in younger animals, dewormers help maintain pets' digestive and overall health.
- **Joint support supplements:** As pets age, many face mobility issues, particularly in larger breeds. Pet Service Holding provides joint health supplements that contain glucosamine, chondroitin, and other ingredients to improve mobility and alleviate discomfort caused by arthritis and other joint issues.

b) Prescription medicines

Through its network of licensed veterinarians, Pet Service Holding also supplies prescription medicines that are critical for treating more complex and chronic conditions in pets. These include:

- **Arthritis medications:** Prescription treatments aimed at alleviating pain and inflammation in pets suffering from arthritis, allowing for improved mobility and quality of life.
- **Skin conditions:** Dermatological treatments, including anti-inflammatory and antifungal medications, are available to treat skin conditions such as atopic dermatitis, hot spots, and fungal infections.
- **Heartworm prevention and treatment:** These critical medications protect pets from heartworm, a potentially fatal condition that can severely impact a pet's health if left untreated. The Group offers both preventive and curative treatments, ensuring that pet owners have access to a full spectrum of solutions.



Sample of the best-selling product categories

Nr.	Category	Description
1	Deworming & parasite control	Deworming Flea and tick remedy Broad spectrum anthelmintic
2	Ear and eye care	Care and clearing of the external ear canal Eye gel for dry and irritated eyes
3	Gastrointestinal and digestive health	Symptomatic treatment to reduce vomiting associated with chronic gastritis Supplementary dietetic food to support gastrointestinal treatment Support acute diarrhoea
4	Medication administration aids	Facilitate the administration of pills

The acquisition of the Asklepios Holding BV with its businesses **Aesculaap** and **Pharmacy4pets** has significantly bolstered Pet Service Holding's veterinary medicine portfolio, enhancing its offerings across both OTC and prescription-based products.

Key advantages gained through the Asklepios' acquisition include:

- **Expanded range of veterinary pharmaceuticals:** Asklepios's product line includes over 4,000 veterinary pharmaceutical products, ranging from vaccines and antibiotics to specialized treatments for a variety of animal species. Asklepios is not only a wholesaler, it also owns and distributes its own portfolio of products.
- **Pharmacy4pets platform:** This online pharmacy serves both consumers and veterinarians, making it easier for pet owners to access prescription and non-prescription medications. The platform's efficient delivery system ensures that customers receive medications quickly and conveniently.

The integration of Asklepios BV into Pet Service Holding's business has allowed the Group to provide an even more robust and diversified range of pet healthcare products.

The acquisition has enabled synergies in both product development and distribution:



- **Broader reach:** By combining the strengths of Asklepios BV and Pet Service Holding's existing network, the Group is able to supply veterinary products more efficiently across the Netherlands and neighboring countries.
- **Improved logistics and supply chain:** With Asklepios' established distribution channels, Pet Service Holding now enjoys enhanced logistics, ensuring quicker, more reliable deliveries to both veterinarians and direct consumers.

Pet Service Holding remains committed to ensuring that all veterinary medicines, whether OTC or prescription-based, meet the highest safety and quality standards. The Group works closely with licensed veterinarians to ensure that:

- **Proper dosages and administration:** All prescription medications are supplied with appropriate guidance on dosage and administration, ensuring that pets receive safe and effective treatment.
- **Regular product reviews:** The Group conducts regular reviews of its veterinary medicines to ensure that the latest advancements in veterinary science are incorporated into its product offerings.

By enhancing its veterinary medicines portfolio through both organic growth and strategic acquisitions like that of Asklepios BV, Pet Service Holding has positioned itself as a leading provider of comprehensive pet healthcare solutions. From common over-the-counter treatments to specialized prescription medications, the Group ensures that pet owners have access to the necessary products to maintain their pets' health. As the pet healthcare market continues to grow, Pet Service Holding's diversified offerings and expanding reach make it a trusted name in the industry.

5.1.1.1.3 Grooming products

The Group offers an extensive selection of grooming products designed to meet the specific needs of various types of pets. The grooming line emphasizes both practicality and the health benefits that come with proper grooming, ensuring that pets not only look good but also stay healthy and comfortable.

The Group provides a broad range of shampoos and conditioners tailored to different types of pets, including dogs, cats, and small animals. These products are essential for maintaining a pet's coat and skin health, addressing various grooming needs. The grooming line includes natural and hypoallergenic products, catering to pets with sensitive skin. In addition to shampoos and conditioners, Pet Service Holding NV offers a comprehensive range of grooming tools that ensure pets are groomed properly and comfortably at home. These tools include:



- **Brushes:** Available in various designs, such as slicker brushes, bristle brushes, and de-shedding tools, Pet Service Holding's grooming brushes are designed for different coat types.
- **Combs:** Fine-toothed and wide-toothed combs are essential for detangling fur, especially in breeds with longer or curly coats. They help prevent matting and ensure that the fur stays smooth and manageable.
- **Nail Clippers:** Proper nail care is critical for a pet's overall health.

Pet Service Holding NV also caters to more specific grooming needs, offering products that target particular issues such as flea and tick infestations, dry skin, or excessive shedding. These products include:

- **Medicated shampoos:** These products are specially formulated to treat skin conditions such as dermatitis, fungal infections, and allergies. Medicated shampoos often contain ingredients like benzoyl peroxide or salicylic acid to address common pet skin issues.
- **Flea and tick control shampoos:** Designed to provide relief from pests, these shampoos eliminate fleas and ticks while soothing irritated skin. They are formulated with insecticidal agents that are safe for pets but effective at killing parasites.

In response to the increasing demand for environmentally sustainable products, the Group has introduced eco-friendly grooming products. These products are made from natural, biodegradable ingredients and packaged in recyclable materials. The Company's commitment to sustainability is reflected in this growing line, appealing to pet owners who are conscious of their environmental impact.

Pet Service Holding NV's grooming products and services are designed with the well-being of pets in mind, offering a wide range of solutions for pet owners who want to maintain their pets' health and appearance. The Group's commitment to providing high-quality, natural, and hypoallergenic grooming products makes it a trusted brand for pet owners, ensuring that pets remain clean, healthy, and happy. Furthermore, by incorporating eco-friendly options into its grooming line, Pet Service Holding caters to a growing market of environmentally conscious consumers.

5.1.1.1.4 Accessories and equipment:

The Group offers a diverse range of pet accessories and equipment, addressing the various needs of pet owners across categories such as play, training, travel, and comfort. The Group's focus is on providing high-quality, durable, and innovative products that improve the well-being of pets and enhance the bond between pets and their owners.



a) Pet Toys

Pet Service Holding NV offers a broad range of pet toys designed to entertain and mentally stimulate pets. The selection includes:

- **Chew toys** for teething and satisfying dogs' natural chewing instincts.
- **Interactive toys** like treat-dispensing puzzles and ball launchers to encourage mental activity.
- **Fetch and tug toys** such as balls, frisbees, and ropes to promote exercise and bonding.

b) Leashes and Collars

The Group provides leashes and collars in various materials and designs, balancing comfort and control:

- **Standard collars** in nylon, leather, and eco-friendly materials, some with reflective features.
- **Training collars** to assist with leash behavior and obedience.
- **Leashes** include standard, retractable, and hands-free models for different walking needs.

c) Bedding

Designed for comfort and versatility, PSH's bedding range includes:

- **Beds** in multiple styles, including orthopedic and waterproof options.
- **Mats and blankets** that are lightweight, portable, and temperature-regulating for use at home or while traveling.

d) Pet Travel Gear

To support pet mobility, the Group offers practical travel accessories:

- **Carriers** in soft, hard-shell, and backpack formats with comfort and ventilation features.
- **Travel bowls** that are collapsible, durable, and easy to clean.
- **Seat covers and harnesses** to protect vehicle interiors and ensure pet safety on the road.

Enhanced product line with the acquisition of Van Ree B.V.

The acquisition of **Van Ree B.V.**, a leading wholesaler of pet supplies, has significantly enhanced Pet Service Holding's range of accessories. This strategic acquisition has allowed the Group to expand its offerings and meet increasing customer demand for high-quality, durable, and innovative pet accessories.

Key benefits include:



- **Improved product variety:** Van Ree B.V.'s wide selection of accessories has enabled Pet Service Holding to offer a more comprehensive range of products, appealing to pet owners who prioritize both functionality and style.
- **Increased durability:** With the incorporation of Van Ree's experience in the pet accessories market, Pet Service Holding has been able to focus on providing durable and long-lasting products, ensuring that accessories can withstand daily wear and tear.
- **Broader market reach:** Van Ree's established distribution network has allowed Pet Service Holding to supply its accessories to a wider audience, both through online channels and retail partnerships, improving its competitive position in the market.

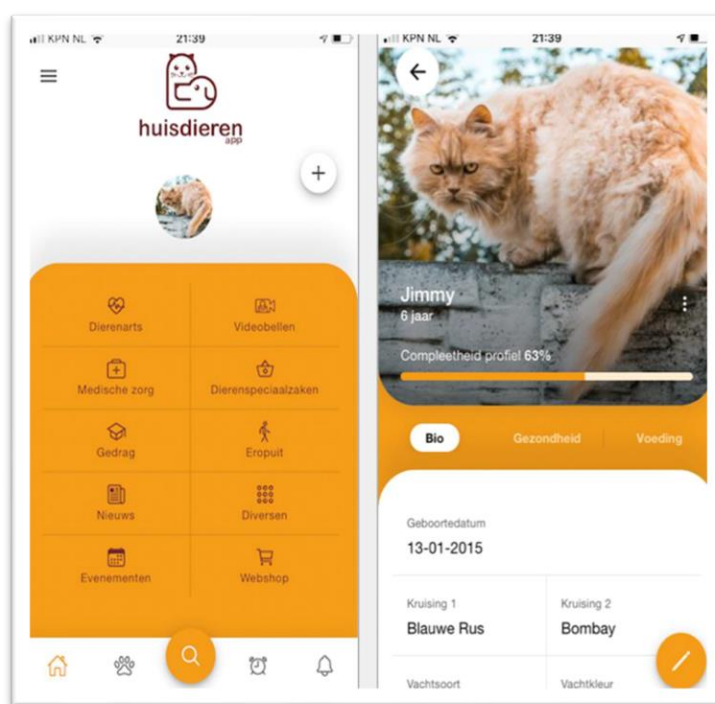
With its broad range of accessories and equipment, the Group addresses the diverse needs of pet owners who want the best for their pets, from comfort and safety to entertainment and convenience.

5.1.1.2 Services for pets

In addition to its extensive product range, the Group offers a variety of pet services that support the health and well-being of pets. These services include:

5.1.1.2.1 PetApp

PetApp is a smartphone application developed to provide pet owners with a convenient platform for accessing pet-related products and services. As part of the Group's community and services, it offers a comprehensive platform that meets the varied needs of pet owners.



One of its primary features is the online pet supply store, allowing users to browse and purchase items like food, toys, and accessories directly from their smartphones. Additionally, PetApp offers online access to veterinarians, enabling users to seek professional advice for their pets through the app. This feature provides a reliable resource for ensuring pets receive proper care.

Beyond e-commerce and veterinary consultations, PetApp allows users to store essential information, such as medical records, vaccination schedules, and dietary preferences, all in one place. It also keeps users informed about relevant events and news in the pet community, with content provided by the Group's subsidiary, Vitaux.

Vitaux, in which the Group owns a 66% share interest, falls within the PetApp. Vitaux is a veterinary management agency that carries out marketing, communication and PR activities in the animal health and agricultural sector. Another important activity of Vitaux is the recruitment service of veterinarians and para-veterinary personnel. Furthermore, Vitaux plays a vital role in the Group's offer of veterinary consultation services through the PetApp, as the company through its large network has access to a range of veterinary practices. The remaining 34% share interest in Vitaux is held by its founder, Pascale Fuchs through her holding company, Zomervos B.V. Pascale Fuchs has a longstanding background in the veterinary practice and has over 25 years' experience from animal-related business. Fuchs is specialised in PR and marketing communication.

The app, currently available in Dutch, has undergone extensive testing and received positive feedback from its initial users. The Group is continuously improving its user experience and is considering expanding its language options to accommodate a broader user base. While the app offers free functionality, the Group plans to introduce paid features in the future, such as direct online veterinary consultations.

The PetTracker is an initiative for the future of the PetApp. It is a geo positioning tracker for pets which has been developed by the Company based on a tracker for trucks that is already available in the market.

The PetTracker uses the long-range network ("LoRa network") in the Netherlands, which is a network designed to wirelessly connect battery operated devices to the internet. Due to this technology, the PetTracker is more compact and lighter than most GPS trackers on the market. The tracker is therefore also suitable for smaller dogs and for cats. However, achieving long battery life in such a small and lightweight device remains a significant technological challenge, as the necessary advancements are not yet available. As a result, the project has currently been put on hold.

Key features include:



- My Pet (master data)
- Nearest veterinarian and pet shops
- Walking and release areas
- Online video calls with veterinarians
- News and events
- Pet-related advice (buying, insurance, medical care)

PetApp is designed to simplify pet ownership by bundling important data and providing easy access to products and services. The app also supports responsible pet ownership by offering better oversight of pet wellbeing. Initially targeting cat and dog owners, the app is exploring broader functionalities and the integration of new services, including direct marketing efforts to increase awareness and usage.

5.1.1.2.2 Veterinary services

Pet Service Holding has significantly strengthened its veterinary services offerings through strategic acquisitions and partnerships, such as Asklepios BV, providing an extensive range of veterinary care solutions. These services encompass routine check-ups, specialized treatments, and online consultations, ensuring that pet owners can access comprehensive healthcare for their pets both in-person and through digital platforms.

a) Routine check-ups

Pet Service Holding offers routine veterinary services, crucial for maintaining pet health and preventing serious medical issues. These include:

- **Basic health assessments:** Regular physical exams to monitor the overall health of pets, including weight checks, dental health assessments, and general wellness evaluations. These help to identify potential issues early and ensure that pets remain in optimal health.
- **Vaccinations and preventive care:** The Group offers a full spectrum of vaccinations, such as rabies, distemper, and feline leukemia, along with routine preventive treatments like flea, tick, and heartworm prevention. This preventive approach ensures pets are protected from common diseases and pests.



b) Specialized care

Pet Service Holding can also offer specialized veterinary care through the expertise of Vet Dr. Simon Hakkansteegt who can look after more complex and chronic health issues:

- **Chronic illness management:** Services include long-term care and treatment plans for pets suffering from chronic conditions such as diabetes, arthritis, and kidney disease. These care plans are customized based on the pet's condition and include regular monitoring, specialized diets, and medication management.
- **Surgeries and advanced diagnostics:** Vet Dr. Simon Hakkansteegt performs surgical procedures, ranging from routine spays and neuters to complex surgeries such as orthopedics or tumor removals.

c) Online veterinary consultations

With the rise of telemedicine, Pet Service Holding is in advanced discussions with professionals specialized in online veterinary consultations. While not yet functional, telemedicine aims to allow pet owners to seek expert advice without visiting a clinic:

- **General health consultations:** Pet owners can access veterinary consultations through digital platforms to address routine concerns or seek advice on minor health issues.
- **Prescriptions through digital platforms:** After a virtual consultation, veterinarians could issue prescriptions that would be filled through **Pharmacy4pets**, the Group's online platform.

Overall, the acquisition of **Asklepios BV** has significantly expanded the Group's digital and specialized care services. The **Pharmacy4pets** platform, acquired with Asklepios BV, plays a crucial role in delivering both over-the-counter treatments and prescription medicines for conditions like arthritis, heart disease, and chronic skin issues.

By leveraging the expertise of licensed veterinarians, the Group ensures that pet owners can conveniently access medical advice and treatments online. This acquisition has not only broadened the Group's veterinary care network but also enhanced access to high-quality healthcare services for pets, making treatments more accessible and affordable.

The acquisition of **Dierapotheek.com** has further enhanced the Group's ability to offer specialized veterinary products and services, integrating into the broader Pharmacy4pets platform. This has allowed Pet



Service Holding to expand its reach in delivering both online veterinary services and pharmaceutical products to customers across various markets.

Through its strategic acquisitions of **Asklepios BV** and **Dierapotheek.com**, the Group has expanded its veterinary service offerings, providing a full spectrum of care that ranges from routine check-ups to advanced surgical treatments and telemedicine consultations. These acquisitions and digital advancements have solidified the Group's position as a leading provider in the veterinary care industry, delivering high-quality, accessible care for pets and their owners.

5.1.1.2.3 Pet adoption support

Pet Service Holding NV is strongly committed to pet adoption, partnering with local shelters to promote responsible ownership and help more animals find loving homes. Through regular adoption events held at partner stores or community centers, the Group connects potential owners with pets in need while raising awareness about pet care and the benefits of adopting over buying.

These events allow participants to:

- **Meet pets** and find the right match based on personality and energy levels.
- **Learn about pet care** from experienced staff or veterinarians.
- **Engage with shelters** and understand the importance of adoption.

After adoption, the Group offers ongoing support:

- **Guidance** on feeding, training, and integrating pets into the home.
- **Discounts** on essentials like food, toys, and grooming supplies.
- **Training programs** to help with behavioral or obedience challenges.

The Company's commitment to pet adoption aligns with its broader Corporate Social Responsibility (CSR) goals. By encouraging adoption over buying, the Company promotes animal welfare and helps reduce the number of homeless pets. Their partnership with shelters and advocacy for responsible pet ownership reflect their dedication to improving the lives of animals and contributing to community well-being.

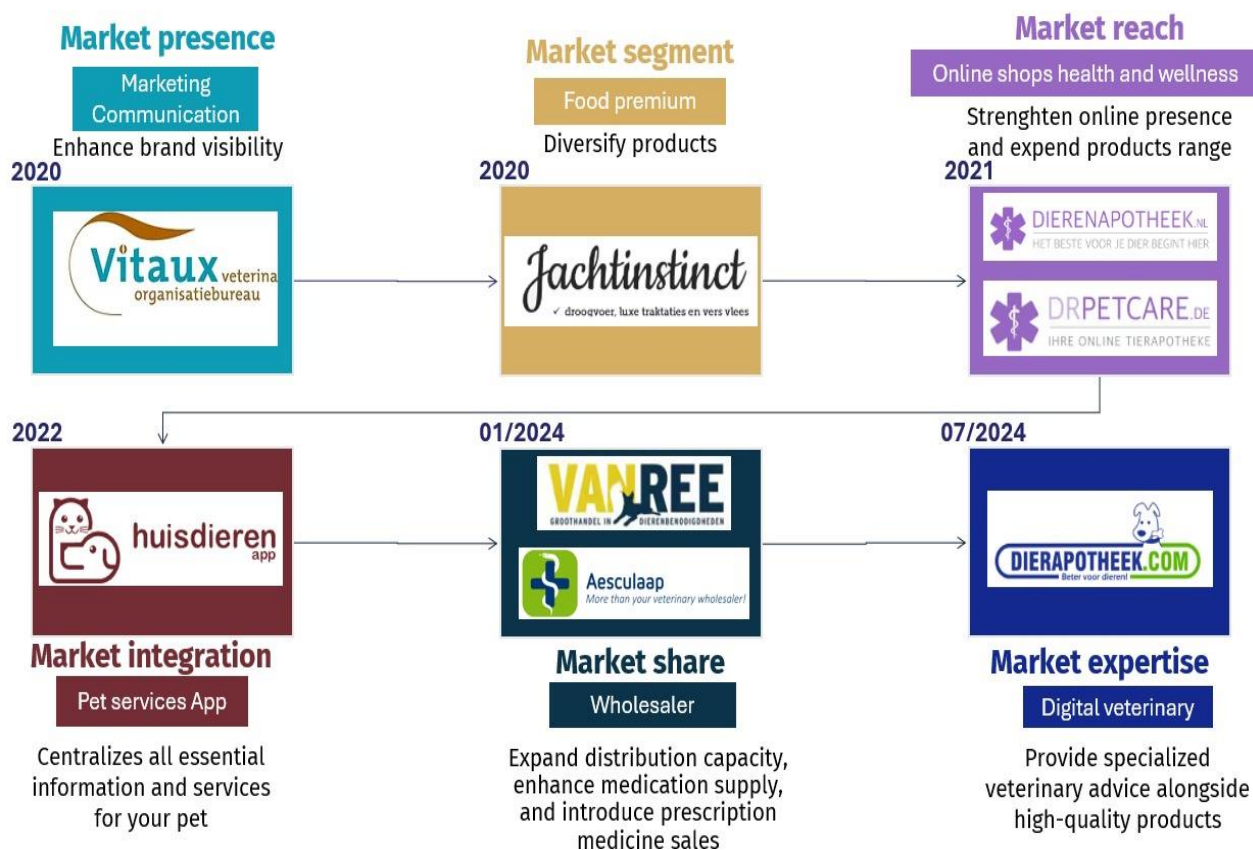
Through its pet adoption support programs, the Group plays a vital role in connecting pets with new homes and supporting their new owners throughout the adoption process. From hosting adoption events to



providing ongoing resources, the Company is dedicated to ensuring that adopted pets thrive in their new environments. These efforts further solidify the Group's commitment to animal welfare, making adoption an integral part of its CSR initiatives. By promoting responsible pet ownership and collaborating with shelters, the Company continues to make a positive impact on pets and the community.

Recent acquisitions made by Pet Service Holding

By integrating a comprehensive product range with essential services, Pet Service Holding delivers a full-service solution that caters to the diverse needs of pet owners. This approach ensures that the Group provides a one-stop shop solution, further solidifying its position as a leading provider in the pet care industry.



1. Van Ree B.V. - Acquired in January 2024

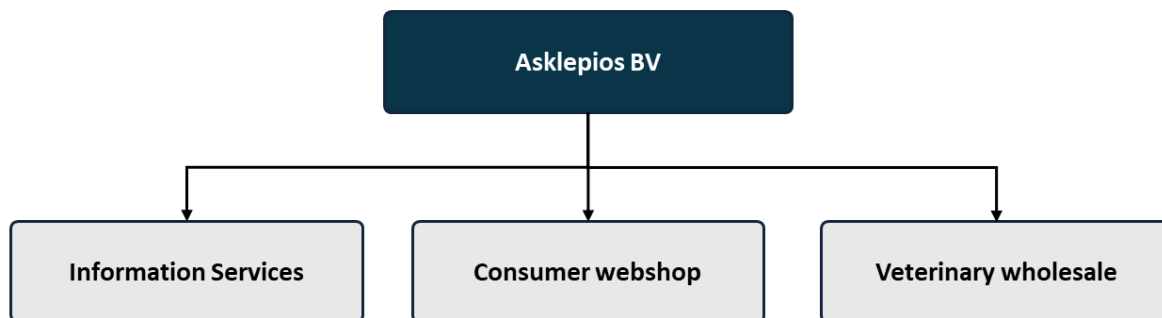
- Van Ree is a wholesaler of pet supplies, formerly a part of Target Pet Holding. The company distributes a variety of pet products, including food, accessories, and other supplies to retailers and



veterinarians across the Netherlands. It also operates cash & carry services for small business owners.

- **Strategic importance:** The acquisition of Van Ree marked an important expansion in PSH's distribution capabilities, particularly in the wholesale market (BtoB). This move enabled PSH to offer a wider range of products while improving logistics and delivery services for retail and professional customers.

2. Asklepios Holding B.V. (Aesculaap and Pharmacy4pets) - Acquired in January 2024



- Asklepios, also known as Aesculaap, is a veterinary wholesaler that supplies a comprehensive range of veterinary pharmaceutical products available in the Netherlands. The company offers over 4,000 veterinary products, including pharmaceuticals, diagnostics, and disposables for veterinarians.
- Through its online platform, Pharmacy4pets, it also provides a wide array of over-the-counter medicines and prescription veterinary products directly to consumers. Through its integration with licensed veterinarians, **Pharmacy4pets** fills prescriptions for conditions like diabetes, arthritis, and heartworm, providing quick and efficient delivery to customers. This ensures that pets with chronic conditions receive the care they need without delays.
- **Strategic importance:** This acquisition significantly strengthened PSH's position in the veterinary market by adding a robust portfolio of products and services for veterinarians, including selling the prescription medicines as well as expanding its reach in the consumer market through Pharmacy4pets. The integration of Aesculaap supports PSH's broader strategy to provide a one-stop solution for pet care.

3. Dierapotheek.com - Acquired in July 2024

- On July 19, 2024, the Group acquired Dierapotheek.com BV (DA.com), a renowned online web



shop for veterinary medicines and products based in Schagen.

- **Strategic importance:** The acquisition of Dierapotheek.com will allow PSH to further consolidate its presence in the online veterinary medicine market. The addition of this online platform will create synergies with PSH's other veterinary-related businesses, boosting online sales and customer loyalty.

These strategic acquisitions reflect PSH's focus on expanding its footprint in both the veterinary and retail pet care markets, creating synergies between its digital platforms and physical distribution networks.

5.1.1.3 Pet Care Industry Suppliers

Pet Service Holding like many companies in the pet care industry source from diverse suppliers specializing in pet food ingredients, veterinary medicines, grooming products, and pet accessories. These suppliers are chosen for their ability to ensure high-quality standards, regulatory compliance, and sustainable supply chains, which align with the Group's needs for delivering consistent, safe, and effective products for pets.

In addition, the Group partner with ingredient suppliers and manufacturers that can provide reliable sources of proteins, carbohydrates, fats, and essential vitamins for pet food products, and collaborate with pharmaceutical providers for veterinary medicines that meet local and EU regulatory standards.

Pet Service Holding relies on a network of established suppliers across the pet care industry to ensure a diverse and high-quality product range for its customers.

Below is a list of the Group's main suppliers:

1. **NLPharma:** NLPharma is a Dutch pharmaceutical company focused on the development, production, and distribution of innovative healthcare solutions. Its portfolio includes a variety of medications and health products tailored to address both human and animal health needs, particularly emphasizing over-the-counter (OTC) and prescription solutions.
2. **Covetrus:** Based in the U.S. with a strong presence in Europe, including in the Netherlands in Cuijk, Covetrus specializes in animal health products and related services. It combines supply chain capabilities, veterinary practice management software, and prescription management to serve over 100,000 veterinary practices globally. Covetrus operates extensively in North America, Europe, and Asia-Pacific, providing a wide range of animal healthcare products and services that support veterinarians and pet owners.



3. **AA Vet:** AA Vet is known for its veterinary supplies and services, catering primarily to pet healthcare professionals. Its offerings include both prescription and non-prescription medications and wellness products aimed at enhancing animal health and supporting veterinary practices with quality products.
4. **Dechra Pharmaceuticals:** Dechra Pharmaceuticals (AST Dechra) is a U.K.-based company providing veterinary products, with a focus on treatments for companion animals and livestock. Its products include specialty pharmaceuticals for conditions such as dermatology, endocrinology, and cardiology, among others. Dechra is recognized for its veterinary-exclusive product line and operates internationally.
5. **Vobra Special Petfoods:** Vobra is a Dutch pet food manufacturer specializing in high-quality, premium, and private-label pet foods. The company focuses on nutritional products designed for cats and dogs, with particular attention to ingredient quality and specialized dietary needs. Vobra is known for its eco-friendly and high-standard pet food offerings in Europe.
6. **Beaphar:** Beaphar, headquartered in the Netherlands, produces and distributes pet healthcare products, pet foods, and grooming supplies across Europe. It offers a broad range of products, including flea and tick treatments, dewormers, and vitamins, as well as specialized pet food. Beaphar's distribution network reaches a wide consumer base in the European pet care market.
7. **Audevard:** Audevard, based in France, focuses exclusively on equine health. It offers a wide array of products, from nutritional supplements to veterinary medicines specifically formulated for horses. Audevard is highly regarded for its targeted solutions for equine health, making it a trusted brand among veterinarians and equine professionals in Europe.
8. **Virbac,** a French Euronext Paris listed company renowned for its innovative veterinary products. Virbac provides a wide range of medications, vaccines, and preventive treatments for companion animals.

These companies represent various sectors within animal health and nutrition, with Covetrus and Dechra standing out for their global presence and extensive veterinary offerings, while others like Vobra, Beaphar, and Audevard emphasize specialized pet food and healthcare products, primarily within European markets.

Pet Service Holding's business model benefits from a diversified and a robust network of suppliers, which significantly reduces dependency on any single supplier. This approach minimizes supplier-related risks, ensuring steady access to various high-quality products across categories such as pharmaceuticals, pet food, grooming, and accessories. By maintaining relationships with numerous reputable suppliers, including



Virbac, Covetrus, Dechra Pharmaceuticals, and others, Pet Service Holding can safeguard against potential disruptions in supply chains and maintain flexibility in sourcing. This strategic supplier diversification allows the Group to continually offer a wide selection of trusted products, optimizing both reliability and cost efficiency for a competitive market advantage.

Through its recent acquisitions, Pet Service Holding has strengthened its ability to capitalize on economies of scale, a strategy that significantly enhances operational efficiency and profitability. By expanding its portfolio and consolidating its market presence, the Group can now purchase products in larger volumes, which allows it to negotiate more favorable terms and better pricing with suppliers. This bulk-buying advantage not only increases purchasing power but also secures cost savings across a broader range of pet food, veterinary medicines, grooming products, and accessories.

These savings on supplier costs directly contribute to improved margins, as reduced input costs lower the overall cost of goods sold. The additional capital preserved from these efficiencies can then be reinvested in other areas of the business, such as marketing and communication, or expanding the Group's online presence. This approach not only strengthens Pet Service Holding's competitive edge but also allows the Group to offer competitive pricing or premium services to its customers, thus supporting long-term growth and profitability.

In essence, the strategy of leveraging economies of scale through acquisitions enables Pet Service Holding to create a more resilient and sustainable business model, improving its standing in the pet care industry and reinforcing its ability to deliver value to shareholders.

5.1.1.4 Vision and Strategy

5.1.1.4.1 One-Stop-Shop for Pet owners

The Group is driven by its vision to improve the quality of life for pets and pet owners. By focusing on its growth strategy, the Group aims to provide convenient and accessible products and services that promote pet wellness and enhance the overall experience for pet owners.

In the Netherlands, the pet products market and pet services market are composed of various individual businesses, requiring pet owners to engage with multiple providers to meet their pets' needs. These markets are characterised by smaller-scale companies, with no dominant players currently present. In contrast, the Dutch pet food market is populated by larger international companies. Similar patterns can be observed in other European countries as well.



The Company's strategic approach is to penetrate and unify the fragmented European pet care products and services markets through both organic and external growth.

Looking ahead, the Group anticipates increased collaboration with professionals in the pet industry to extend its reach and unlock additional business opportunities. Direct marketing efforts will be intensified to raise awareness among pet owners about the Group's diverse range of products and services.

The Group's commitment to innovation, collaboration, and direct marketing will drive its growth and success in the industry.

5.1.1.4.2 Marketing focus and advertising

Pet Service Holding primarily focuses on **Generation X**, specifically targeting the **35- to 60-year-old demographic**, though it does not exclude other market segments. This focus is reflected in both the type of products offered and the communication strategies used. The Group tailors its product range and marketing efforts to appeal to this age group through a mix of online and offline channels, including digital magazines, live events, and the use of role models from the same demographic.

The Group is actively working on building its product portfolio to align with the preferences and lifestyle of Generation X, emphasizing high-end services and premium-quality pet supplies. Pet Service Holding's product mix is designed to attract discerning pet owners who seek quality over quantity, offering specialized and carefully curated products that stand out from mass-market competitors:

- **Specialized and premium pet food:** Rather than catering to the broader, mass-market pet food industry, Pet Service Holding focuses on high-quality, specialty pet foods. These products are designed for pet owners who prioritize their pets' health and nutrition, aligning with the preferences of Generation X, who are often willing to spend more on premium products.
- **OTC medical products and high-quality supplies:** The Group places a strong emphasis on over-the-counter medical supplies and high-quality pet care accessories. These offerings provide solutions for pet health and wellness without the need for prescriptions, reflecting the convenience and high standards expected by this demographic.
- **Access to veterinary care:** While the Group does not provide veterinary services directly, it ensures easy access to professional **veterinary care** through partnerships and service networks. This allows pet owners to conveniently address their pets' medical needs while maintaining trust in high-quality care.



- **Focus on services, not live animal sales:** Pet Service Holding avoids involvement in the sale of live animals, focusing instead on a broad range of pet-related services, which it expects to be the fastest-growing segment of the pet industry. By focusing on pet care services rather than live animal sales, the Company taps into a growing market of experienced pet owners who prioritize care and wellness services for their pets.

The Group understands that **effective communication** is essential for building loyalty among Generation X customers. As such, its communication strategy involves a balanced mix of digital and traditional methods:

- **Community building:** Pet Service Holding places a strong emphasis on nurturing a vibrant and engaged community of pet lovers. These communities are subdivided by pet type or region, enabling the Group to tailor communications and services to the specific interests of different customer segments.
- **Useful content and events:** The community will be continuously supported with valuable information (such as pet care tips, product recommendations, and health advice), along with events (both virtual and in-person) to foster engagement.
- **Economic benefits:** The Group also provides exclusive benefits and offers to community members, reinforcing brand loyalty and creating a sense of belonging among its customers.

Through its targeted product offerings and tailored communication strategies, Pet Service Holding is positioned to effectively serve the Generation X demographic. By focusing on premium-quality products and services, alongside a robust community-building initiative, the Group is able to cultivate strong customer loyalty and maintain its competitive edge in a growing market segment.

5.1.1.4.3 External and geographical expansion

The Group is actively pursuing external growth to expand its market presence through acquisitions of companies within the pet care industry. While the Group currently operates in the Netherlands, Belgium, and Germany, it is considering further international expansion into other European markets.

The management and ownership of Pet Service Holding have significant expertise in identifying, acquiring, financing, and integrating mid-sized companies. With a sharp focus on market opportunities, they are poised to drive the Company's growth through strategic acquisitions. The goal is to accelerate market share expansion beyond organic growth and deliver enhanced value to shareholders.



New financing opportunities will enable the Group to pursue additional acquisitions, which, following its clear strategy and rapid integration process, should lead to significant economies of scale in key areas:

1. **Purchasing power:** As many European countries sell the same brands of pet food, medicines, and supplies, expanding the Group's presence will increase purchasing quantities, leading to better pricing and cost advantages.
2. **Marketing efficiency:** Insights gained from one market can be applied across multiple regions. Content such as translated images, layouts, and event structures can be reused, improving overall marketing efficiency.
3. **Supply chain:** The Company recognizes the critical importance of building and optimizing an integrated supply chain for the Group. An integrated supply chain ensures seamless coordination and collaboration among various stakeholders, streamlining processes, reducing costs, and enhancing customer satisfaction.

These economies of scale will help increase profit margins and foster the development of new services, further creating value.

The Group has already identified several promising acquisition targets, subject to terms and conditions as well as financing and regulatory factors:

1. **Medicine wholesaler:** The Group is exploring the possibility of becoming a medicine wholesaler outside its current geographical base. This would enable it to distribute pet medications on a larger scale, enhancing supply chain capabilities and expanding product offerings. The realization of this target depends on securing the necessary financing and obtaining the required licenses and approvals.
2. **Expansion of online Shops across Europe:** The Group envisions broadening its online presence, aiming to integrate its online stores into other European markets to access a larger customer base. This expansion would require adequate financing, effective marketing strategies, and solutions to potential regulatory and logistical hurdles.
3. **Launch of a "Click & Collect" service:** The Group will continue to expand its customer base through targeted and innovative marketing campaigns in both the B2C and B2B segments. Special emphasis will be placed on enhancing the user experience across the Group's online platforms, with the goal of increasing conversion rates and customer retention. As part of this effort, PSH plans to launch a "Click & Collect" service, enabling consumers to pick up their online purchases directly



from one of the Group's distribution centers. This initiative is expected to offer customers more flexibility while reducing delivery costs.

4. **Expansion into Eastern Europe:** The rapidly growing Eastern European market offers substantial opportunities for expansion, driven by shifting consumer preferences and an increased focus on pet health and nutrition. The Group is considering collaboration with **Vobra Special Petfoods**, a well-established player in the high-quality pet food industry known for its successful international partnerships. This collaboration could provide Pet Service Holding with a competitive edge in this emerging market, positioning the Company to meet the rising demand for premium pet food products across Eastern Europe.
5. **Online shops in France:** As part of its European growth strategy, the Group is considering entering the French market, which offers significant potential due to its large pet population and strong demand for pet care products. Success in this market will depend on funding availability and the feasibility of market entry strategies.

Strategic considerations and risk management:

The Group will thoroughly evaluate the risks and rewards associated with each target before proceeding with acquisitions. The pursuit of these goals is contingent on securing appropriate financing and favorable market conditions. As opportunities evolve, the Group will adjust its plans and strategies to ensure sustainable growth and maximize shareholder value.

5.1.1.4.4 Building a community

Pet Service Holding is considering the opportunity to strengthen its relationship with customers by transforming them into stakeholders. Through this initiative, clients who decide to invest in the Company's shares will not only gain a financial stake but also enjoy exclusive discounts and benefits, creating a sense of ownership. By leveraging this community-driven approach, Pet Service Holding aims to foster deeper engagement and loyalty, much like a membership club. This strategy will also focus on increasing the Company's presence and involvement within its customer base, further enhancing the value proposition for those who choose to invest.



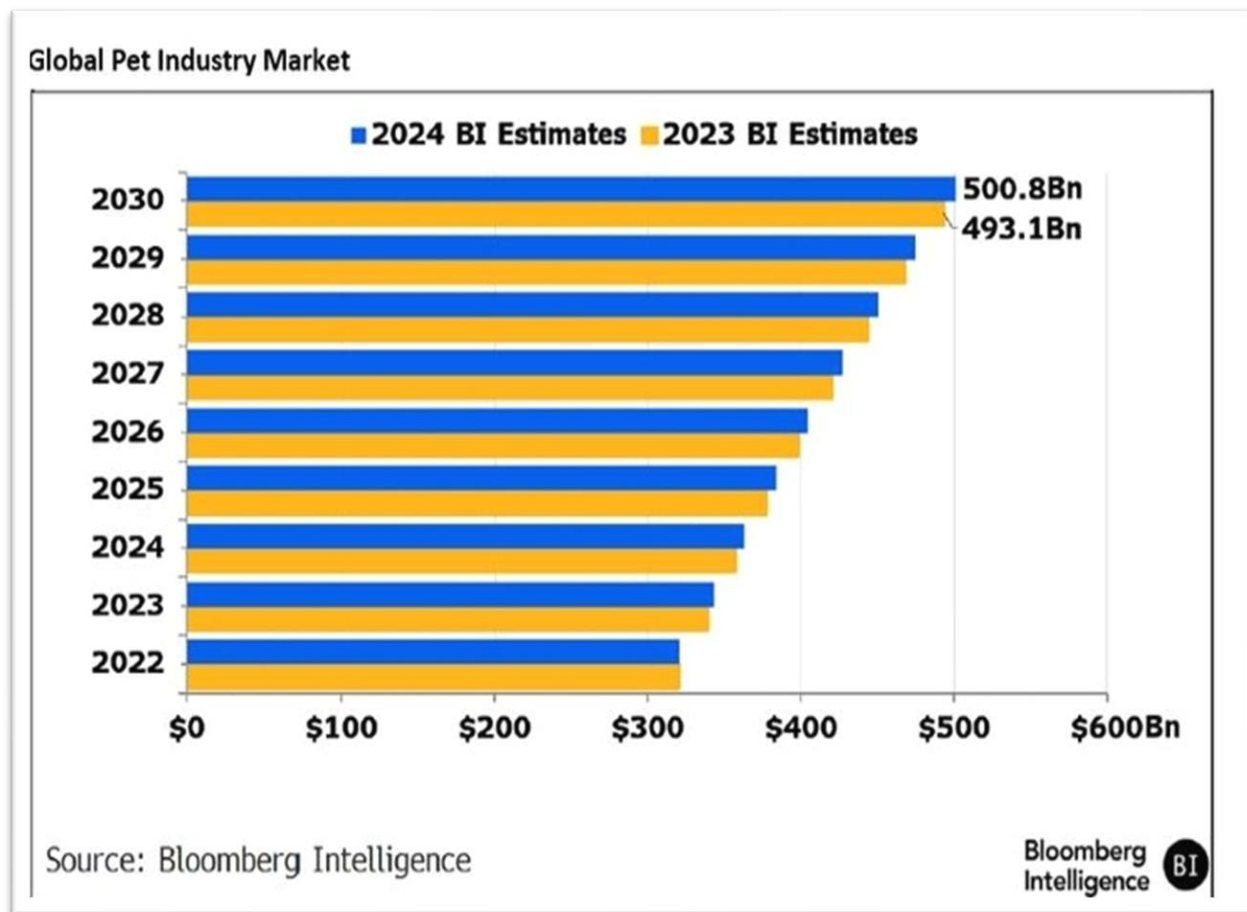
5.2 Description of principal markets

The Group is a European provider of products and services for pets and pet owners. Currently the main market focus of the Group is the Netherlands, but the Group also operates in Belgium and Germany. Introduction of new geographical areas will be considered in line with the Company's vision and strategy.

The pet products market and the pet services market in the countries in which the Group operates consist of various distinct businesses with which pet owners must transact to get all the products and services needed for their pets. Companies providing pet services are generally small in scale, and there are at present no dominant players in the pet product and pet services markets in which the Group operates. The pet product and pet services markets can be contrasted with the pet food market, in which a number of larger international companies operate.

The **global pet products and services market** is substantial and continues to exhibit steady, sustained growth, driven by evolving consumer trends and the increasing importance of pets in households. Despite global economic challenges, this market has proven to be **recession-resistant**, with growth projections remaining strong even during periods of financial instability. This resilience is primarily due to the enduring emotional bond between pet owners and their pets, which leads to continued spending on pet care.

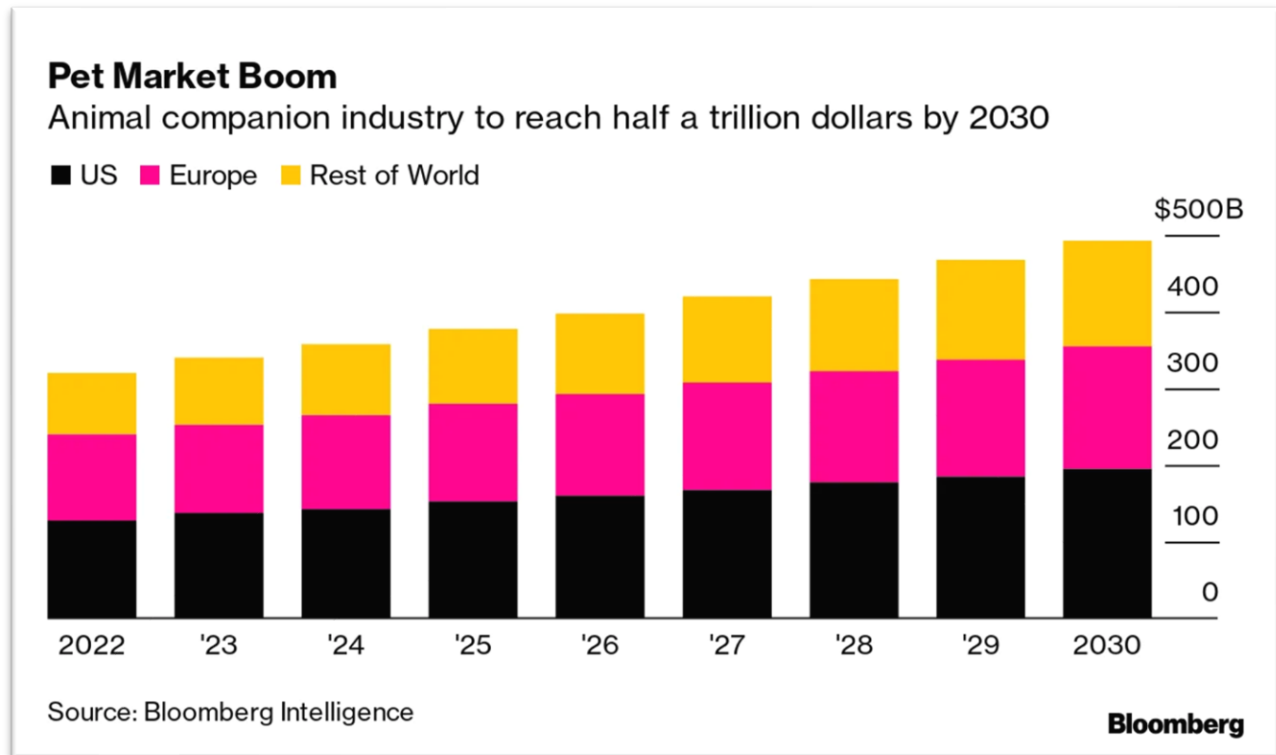




According to **Bloomberg Intelligence’s Pet Economy Report**, the global pet economy is projected to grow from about **\$320 billion in 2022** to almost **\$500 billion by 2030**.

Diana Rosero-Pena, Bloomberg Intelligence Consumer Staples Analyst and co-author of the report said: “We’re seeing a profound increase in consumer spending on pets and expect to see this continue through 2030. Consumers are willing to pay more for items for their pets, with the pet food market having the potential to grow more **than 50% from current levels by the end of the decade.**”





This rapid growth is underpinned by several key factors:

1. **Rising global pet population:** More people are owning pets, with pet adoption rates increasing across Europe and globally. The pandemic accelerated this trend as people sought companionship during lockdowns, creating long-term demand for pet-related products and services.
2. **Premiumization of pet products and services:** Pet owners are increasingly willing to spend more on **high-quality, specialized pet products**, such as organic pet food, health supplements, and personalized care services. This shift towards premium products reflects the growing focus on pet health and wellness.
3. **Humanization of pets:** Pets are increasingly viewed as part of the family, driving demand for products and services that mirror human needs. This includes not only high-end pet food but also **veterinary care, grooming services, luxury accessories**, and even specialized medical treatments.

The European market is a major contributor to this global trend, with countries like **Germany, the UK, and France** leading in pet ownership and expenditure. The growth of the pet industry is also fueled by the increasing **digitization** of the market, as consumers turn to **e-commerce platforms** for purchasing pet food,



supplies, and services. This shift to online shopping has opened up new opportunities for companies to reach wider audiences and offer tailored services, further boosting market expansion.

5.2.1 Description of Market Segment

The **Pet Products and Services Market in Europe** is a large and rapidly growing industry, offering a wide range of products and services to pet owners. This market can be divided into six main categories:

1. **Pet food:** The largest segment of the European pet market, pet food accounts for the majority of overall sales. This category is segmented by product type, including **dry food, wet food, treats**, and specialized diets. Growing trends such as organic, grain-free, and premium pet foods are driving further expansion in this segment.
2. **Veterinary care:** Provided by licensed veterinarians, this category includes essential services such as **vaccinations, health checks, surgeries**, and preventive care. The demand for specialized treatments, as well as increased awareness of pet health, is fueling growth in this segment.
3. **Pet insurance:** Offered primarily by traditional insurance companies, pet insurance policies cover veterinary costs, including **emergencies, surgeries, and preventive care**. This sector is growing as more pet owners seek to manage the rising costs of veterinary care.
4. **Over-the-Counter (OTC) pet care:** This segment includes **flea and tick treatments, dental care products, health supplements**, and other wellness items that do not require a prescription. Available at pet stores, veterinary clinics, and online retailers, OTC pet care products offer convenience and affordability.
5. **Pet care products:** This broad category covers a wide range of accessories such as **toys, beds, collars, leashes**, and other items designed for the comfort and well-being of pets. Increasing consumer demand for high-quality and eco-friendly pet accessories is driving growth in this segment.
6. **Pet services:** This important sector includes **grooming, boarding, daycare, training**, and other services that cater to pet owners. These services are often provided by independent businesses or larger pet retail chains, with demand driven by urbanization and changing lifestyles, leading more owners to seek professional pet care.

According to the European Pet Food Industry Federation (FEDIAF), pet ownership in Europe remains robust, with approximately 46% of households owning a pet.



Cats continue to be the most popular pet, with a population of around **129 million** across the continent, while **dogs** follow closely at **106 million**.

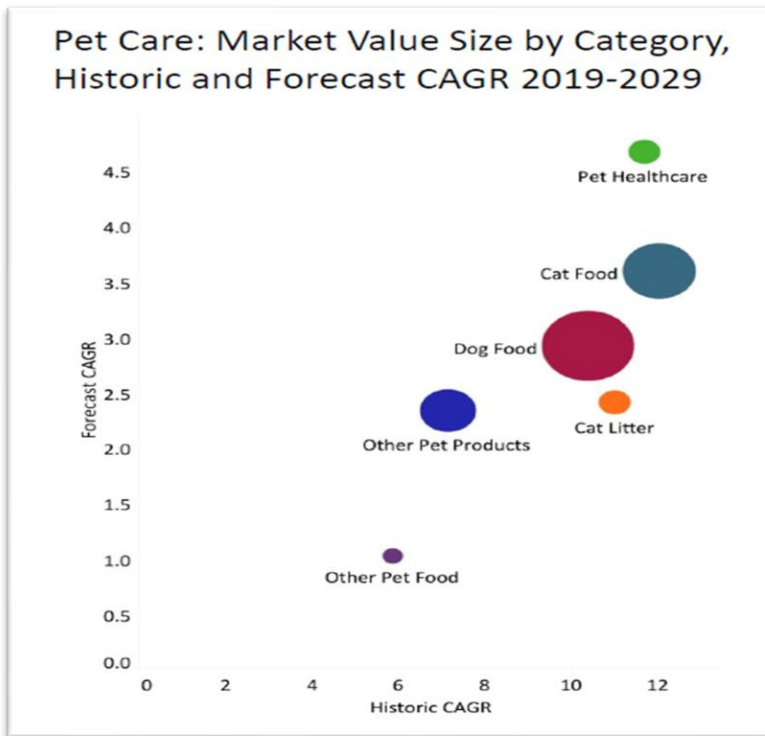
In terms of household ownership, 26% of European households own at least one cat, and 25% have a dog.



The trend of steady growth in pet ownership, especially for cats and dogs, aligns with an increasing demand for pet-related products and services. This trend is expected to continue as more people embrace pets in their households, leading to increased expenditure on high-quality pet products and services according to the FEDIAF reports.

This below graph, sourced from **Euromonitor International**, provides insights into the pet care market's value by category and its historic and forecasted growth rates (CAGR) between 2019 and 2029. It highlights how various segments like Pet Healthcare, Cat Food, Dog Food, and Other Pet Products are expected to perform over time. According to this report, the key takeaways are the followings:





- **Pet Healthcare** is poised for the highest future growth, reflecting the increasing importance of veterinary services and health products.
- Cat Food and Dog Food are major market segments, showing robust historical growth and continued strong future performance.
- Other Pet Products, such as toys and accessories, continue to grow but at a more moderate pace compared to healthcare and food.

These trends highlight the premiumization of pet products and the growing focus on pet well-being.

Overall, the pet care market in Europe is thriving, driven by increasing pet ownership, changing consumer preferences, and the rising demand for specialised products and services. Additionally, the expanding e-commerce channels are reshaping the way pet products are purchased and consumed, with younger generations leading the shift towards smartphone-based shopping experiences.

The online sales distribution channel is estimated between 10 to 15% for the European pet care and services market. According to Statista, 12.7% of the pet food in Europe is sold online. E-commerce has a significant potential for growth in this segment. And younger generations will accelerate this change.



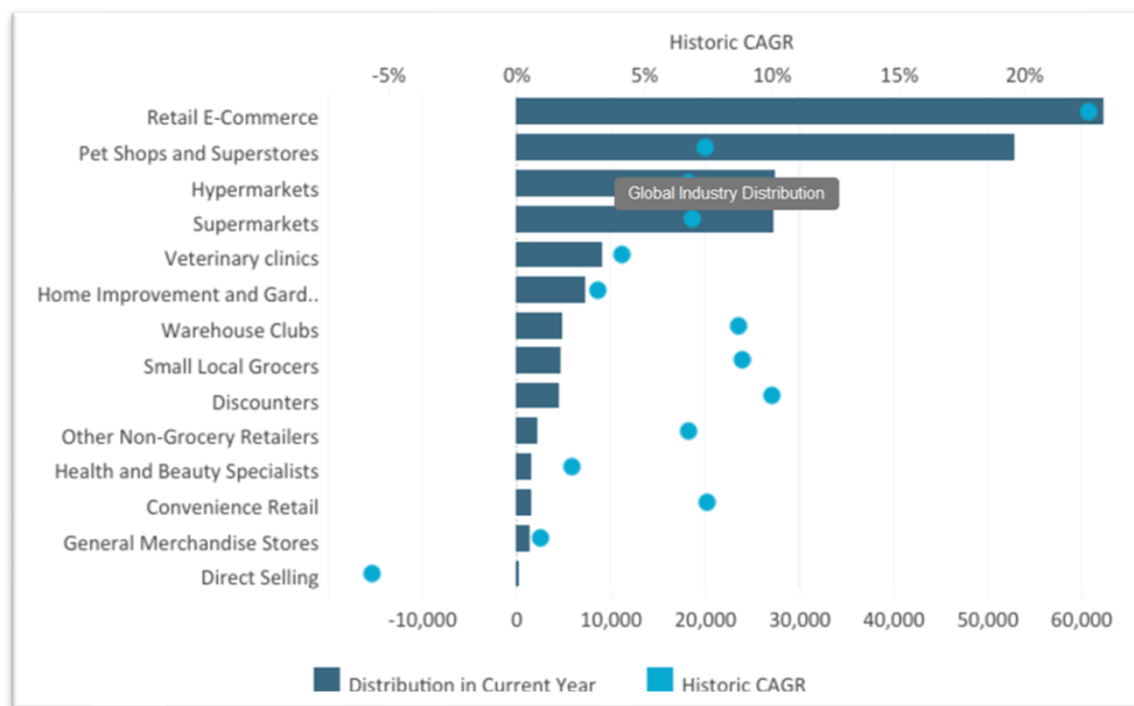
5.2.2 Description of Pet Service Market Growth

The pet services and supplies market in Europe is experiencing rapid growth and is considered one of the fastest-growing markets in the region. Over the past decade, pet ownership has steadily increased, and it received an additional boost during the COVID pandemic, as more people sought companionship and comfort during challenging times.

In 2023, the European pet care market reached a size of over USD 54.6 billion (42.6 billion in Western Europe), indicating the substantial scale of the industry. Pet food continued to drive the global pet care industry, registering value growth of 12% in 2023, with Europe as the biggest market after Americas.

Moreover, according to ResearchAndMarkets' European Pet Care Market Outlook 2022-2027, the market is projected to expand at a **compound annual growth rate (CAGR) of more than 6%** during the period from 2022 to 2027. This growth can be attributed to several key factors, including the continuous rise in pet ownership, evolving consumer preferences, and the increasing demand for premium and specialised pet products and services.

Pet Care: Retail distribution by outlet, 2024 (Retail value USD million)



Source: Euromonitor International



This graph illustrates the **distribution channels** for the global pet care industry in 2024, showing both the **distribution share** in the current year and the **historic Compound Annual Growth Rate (CAGR)** of each channel. One can make the following observations:

1. **Retail e-commerce:**

- **Dominant growth:** E-commerce shows the highest historic CAGR, close to **20%**, highlighting the rapid growth of online platforms as the preferred shopping channel for pet products. Consumers are increasingly opting for the convenience of purchasing pet supplies online, driven by ease of access, broader product selection, and delivery services.
- **Significant distribution:** The size of the distribution indicates that e-commerce has captured a substantial market share in the pet care industry in 2024.

2. **Pet shops and superstores:**

- **High CAGR:** Pet shops and superstores remain key outlets with a historic CAGR close to **15%**, reflecting strong consumer preference for physical retail experiences, particularly for premium and specialized pet products.
- **Significant market share:** These stores maintain a large market share, particularly for customers who prefer to physically inspect products, receive in-person advice, or use grooming services.

3. **Hypermarkets and supermarkets:**

- **Moderate growth:** Both hypermarkets and supermarkets show moderate growth (CAGR between **5% and 10%**), with supermarkets still maintaining a substantial share in pet care distribution. These outlets are favored for convenience shopping, especially for everyday pet food and essentials.

4. **Veterinary clinics:**

- **Moderate Distribution Share:** Veterinary clinics have a modest share but are critical for specialized veterinary medicines and healthcare products. The growth in this channel is driven by increased consumer awareness of pet health and the humanization of pets, which leads to higher expenditure on preventive healthcare.

The data clearly demonstrates a shift towards **online shopping** for pet products, driven by consumer demand for convenience and variety. Specialty stores, focusing on premium products, continue to thrive, while traditional grocery retailers, though significant, are growing at a slower rate. This trend aligns with broader



changes in consumer behavior, where digital and specialized retail experiences are increasingly favored over traditional brick-and-mortar options.

This analysis of the distribution channels for the pet industry by **Euromonitor International** highlights how the **global pet care market** is increasingly dominated by **e-commerce** and **specialty pet stores**, which are the main distribution channels with the highest growth rates. By 2026, almost one-third of pet care sales are projected to occur through e-commerce channels, reflecting a significant shift towards online shopping for pet products.

Companies in the pet care industry are accelerating their efforts to adopt an omnichannel approach to boost retail value sales. An e-commerce strategy is crucial as the online presence of pet owners continues to grow. According to Euromonitor's Voice of the Consumer: Lifestyles Survey, the use of online channels for purchasing pet food and products increased by 3.6 percentage points between 2023 and 2024, while in-store sales declined by 0.2 points. Millennials and Gen Z have a strong online presence, and companies are expanding their reach on specific platforms to facilitate purchases, increasing market penetration and allowing consumers to buy products anytime, anywhere. Digitalization also plays a key role in the preventative health approach that pet owners have for their dogs and cats which track pets' exercise, location, calories consumed, water intake, and quality of sleep, are becoming increasingly popular as pet owners seek to gather information about their pets' well-being.

Overall, the pet care market in Europe is thriving, driven by increasing pet ownership, changing consumer preferences, and the rising demand for specialised products and services. Additionally, the expanding e-commerce channels are reshaping the way pet products are purchased and consumed, with younger generations leading the shift towards smartphone-based shopping experiences.

Furthermore, according to research presented by **NielsenIQ**, 69% of new products launched in the last 52 weeks ending December 30, 2023, were pet supplies, while only 28% were pet foods. However, new pet food products accounted for 63% of the dollars from new UPCs, compared to 34% for pet supplies products. This highlights the significant financial impact of new pet food products despite fewer launches.

'Market & Research' has found that investments in research and technology for pet care products have been substantial, with €230 million (\$249.6M) invested in 2023 for product and production technology research. This continues a trend of significant annual investments, including €180 million (\$195.3M) in 2022 and

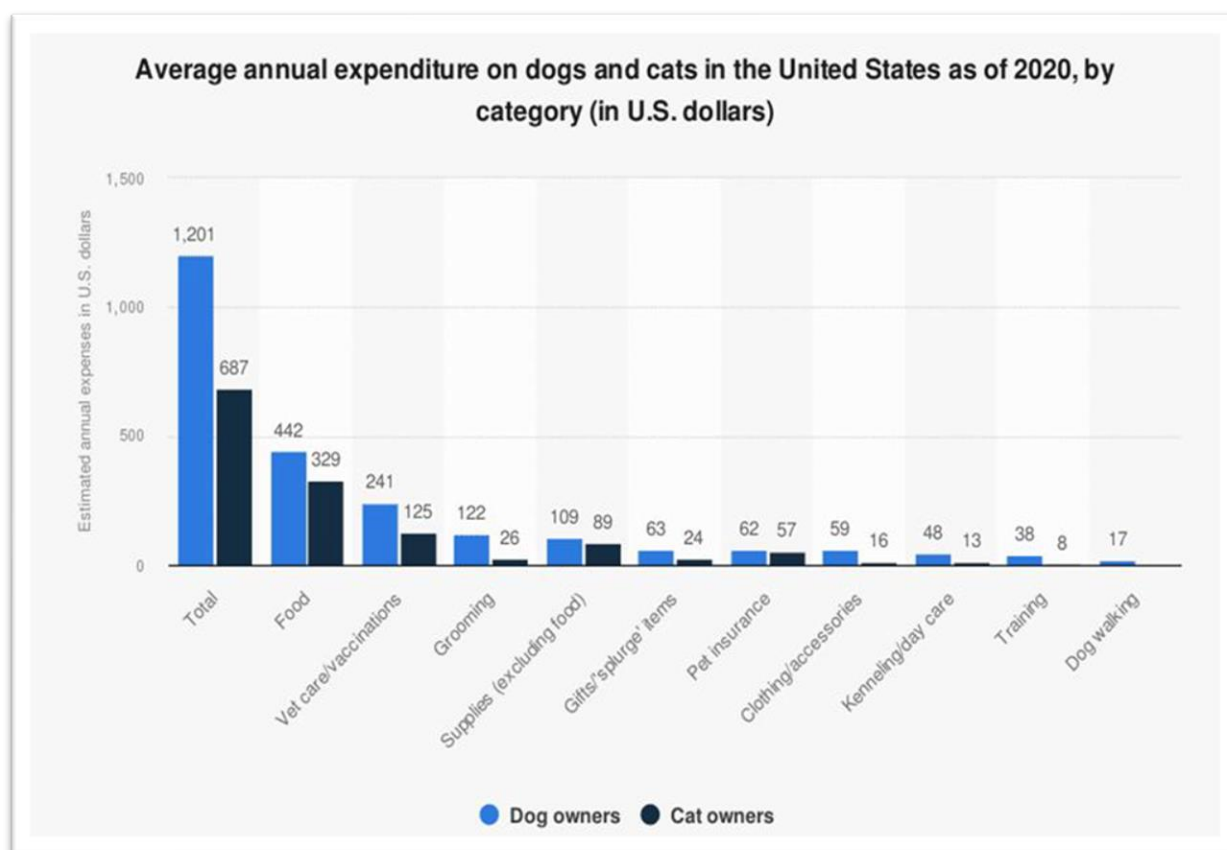


€164 million (\$178M) in 2021, showing a consistent commitment to innovation and improvement in the pet care industry.

They expect the major future growth drivers should be the adoption of remote veterinary services, the focus on animal mental health and welfare, the popularity of subscription-based services, the personalised nutritional solutions, the increased attention to the ageing animal population, and the focus on animal fitness and exercise. These factors are likely to be accompanied by digital and AI services like real time analysis of pet's need and personalised assistance.

5.2.3 Pet Care Average Expenses

This is not easy to obtain specific information for Europe, but for the United States these are the main expenses categories for dog and cat owners:



Source: Hammerpoll, Ameritrade, through Statista 2022



It is worth noting that the two main expenses categories are for food and veterinary care, two segments where the Group is active, which both represent 57% of all expenses for dogs and 66% of all expenses for cats. Spending per category may differ to quite some extent over various generations. From the same research you can see that generation X spends up to 20% above the average, especially on food, other supplies and insurance.



How Much Dog Owners Spend Every Year On Their Pet

Category	All	Millennials	Gen X	Boomers
Food	\$442	\$382	\$530	\$417
Vet care/vaccinations	\$241	\$225	\$321	\$149
Grooming	\$122	\$117	\$143	\$93
Supplies (excluding food)	\$137	\$148	\$152	\$113
Gifts/splurge items	\$108	\$166	\$102	\$66
Pet insurance	\$92	\$129	\$98	\$43
Clothing/accessories	\$74	\$90	\$93	\$34
Kenneling/daycare	\$73	\$88	\$89	\$32
Training	\$38	\$52	\$49	\$12
Dog walking	\$32	\$38	\$38	\$23
Total	\$1,201	\$1,219	\$1,445	\$944

Source: Based on a survey of annual spending by 424 dog owners in spring 2020 conducted by The Harris Poll on behalf of TD Ameritrade, including respondents who identified as Millennials (ages 24–38), Gen X (ages 39–54), and Boomers (ages 55 and older).

This survey indicates that there are strong factors that will support the growth of the pet care and services market over the next decades, and especially the e-commerce distribution channels as younger generations expense more for pets and they are more familiar with digital.



5.2.4 Pet Care & Services is a Fragmented Market

5.2.4.1 Competitive Landscape

There are a few large players in the European pet care and services market. Those multinationals have acquired large pet food brands and now dominate the market as product suppliers. It includes

1. **Mars Petcare:** Mars Petcare is a subsidiary of the Mars Corporation and is one of the largest pet food and pet care companies in the world. Mars Petcare produces a variety of pet food brands, including Pedigree, Whiskas, Royal Canin, Nutro, and IAMS. Some of their popular snack and treat brands include Greenies, Dreamies, Sheba, and Temptations. Mars Petcare produces a variety of healthcare products for pets, including flea and tick treatments, dental care products, and nutritional supplements.
2. **Nestle Purina Petcare:** Nestle Purina Petcare is a division of the Nestle Corporation and is one of the largest pet food and pet care companies in the world. Nestle Purina Petcare produces a variety of pet food brands, including Purina ONE, Purina Pro Plan, and Purina Dog Chow.
3. **Hill's Pet Nutrition:** Hill's Pet Nutrition is a division of Colgate-Palmolive and offers a range of pet food and pet healthcare products. They are known for their prescription diets and specialty nutrition products for pets.

In the veterinary services, there are also a number of large groups that operate in this segment, such as:

1. **AniCura:** AniCura is a Swedish-based chain of veterinary clinics that operates in several European countries, including Sweden, Norway, Denmark, Germany, Switzerland, Austria, the Netherlands, Belgium, France, and Italy. They have over 300 clinics and employ over 5,000 people. AniCura was acquired by Mars in 2018.
2. **IVC Evidensia:** IVC Evidensia is a veterinary care group that operates in several European countries, including the UK, Sweden, Norway, Denmark, Germany, Switzerland, the Netherlands, Belgium, France, Italy, Spain, and Portugal. They have over 1,600 veterinary clinics and employ over 19,000 people.
3. **CVS Group:** CVS Group is a UK-based veterinary care group that operates over 500 veterinary clinics and employs over 7,000 people across the UK, the Netherlands, and Ireland.
4. **Medivet:** Medivet is a UK-based veterinary care group that operates over 300 veterinary clinics across the UK, as well as some clinics in Italy and Singapore.



5. Evidensia Djursjukvård: Evidensia Djursjukvård is a Swedish-based chain of veterinary clinics that operates over 200 clinics in Sweden, Norway, and Denmark.
6. Grupo Asís Biomedica: Grupo Asís Biomedica is a Spanish-based chain of veterinary clinics that operates over 90 clinics in Spain, as well as some clinics in Portugal and Italy.

In food supplies and in the veterinary services, we noticed that large players grew by consolidation and there are few actors left. However, when it comes to distribution of food and supplies, and providing services, the landscape is much more diversified. There are a great number of smaller companies active on this segment of the market. The Group is convinced that there is an opportunity to consolidate several players to become a leading company in the distribution of food and supplies and providing services.

That being said, a number of online suppliers have also developed significantly over the past decade. Below is a list of main players in Europe:

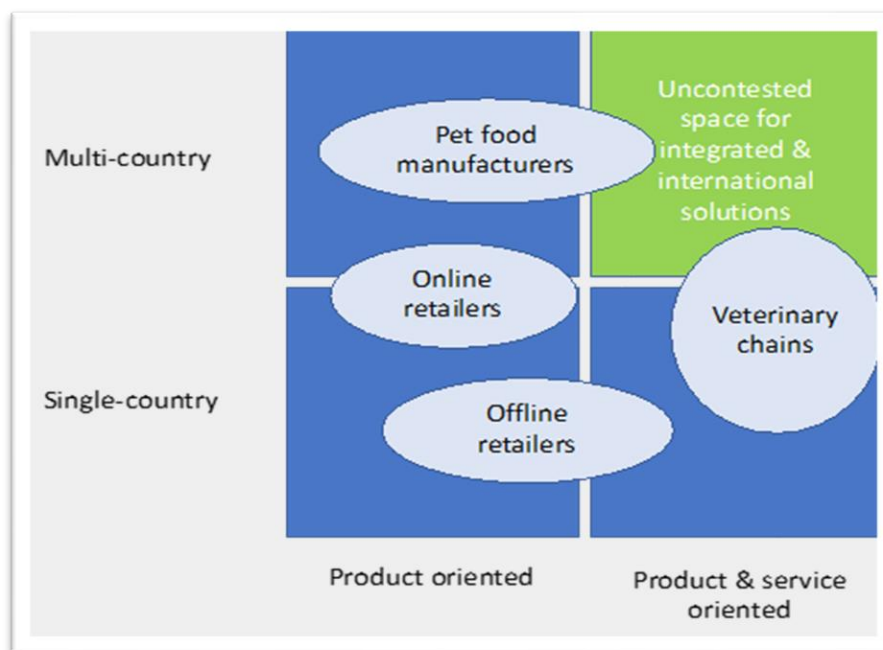
1. *Zooplus*: www.zooplus.com, active in various countries like France and Poland
2. *Amazon*: www.amazon.co.uk and www.amazon.de, active in the UK, but also big in Germany
3. *Pets at Home*: www.petsathome.com, working from the UK
4. *Bitiba*: www.bitiba.co.uk, working from the UK
5. *Pet-Supermarket*: www.pet-supermarket.co.uk, based in the UK
6. *Medicanimal*: www.medicanimal.com, based in France
7. *Miscota*: www.miscota.com, based in Spain
8. *Maxi Zoo*: www.maxizoo.eu, based in Germany
9. *Fressnapf*: www.fressnapf.com, based in Germany
10. *Wanimo*: www.wanimo.com, based in France
11. *Petsonic*: www.petsonic.com, based in Spain.
12. Zesty Pawns: www.zestypaws.com, based in USA and in Europe through Amazon (top brand during Amazon Prime Day 2023)
13. Tom&Co: www.tomandco.com, based in Belgium



5.2.4.2 Competitive Position

The Group sees sustained growth opportunities in the online pet care space, especially as several online retailers are experiencing substantial success. The ambition is not merely to replicate the current business model but to offer integrated solutions across multiple markets, combining care, products, and services to position itself as a comprehensive and international provider for pet owners.

The below diagram outlines the competitive landscape, showing how pet food manufacturers and online stores can operate in various countries but are often limited to product offerings. On the other hand, offline retailers and veterinary chains tend to have a more localized presence, with only a few exceptions expanding beyond national borders. This leaves an uncontested space for a dynamic company that can provide an integrated offering across multiple markets. Pet Service Holding sees itself filling this gap by leveraging its past acquisitions and operational know-how to create value for pet owners across different geographies.



Source: The Company

Additionally, the Company believes in the scalability of this model, where economies of scale can drive higher profitability and sustainable growth. The Group's previous acquisitions have not only increased its market presence but also provided valuable insights and experience to fuel future expansion and development. This positions Pet Service Holding to effectively meet the growing demands of pet owners and further capitalize on the global pet care market's momentum.



5.2.4.3 Difference between Pet Care and Human Care

The pet care market is a very interesting segment, especially when compared to the human care market. It is important to note the following differences:

- The animal healthcare and drugs market has a much smaller R&D budget compared to the human market. This is because animal drugs and treatments require fewer clinical trials and regulatory approvals, which results in lower development costs. Additionally, the animal market is more fragmented and diverse, making it difficult to develop and market one-size-fits-all solutions.
- Pet owners are typically more emotionally invested in their pets than they are in their own healthcare, which can influence their purchasing decisions. For example, pet owners may be more willing to pay for premium pet food or specialised treatments for their pets, even if they are not medically necessary. Pet owners may also be less price-sensitive than human healthcare consumers, as they may prioritise their pet's comfort and well-being over cost.
- The animal food & supplies market is typically less competitive than the human market, as there are fewer players and smaller market sizes. This can result in less aggressive pricing strategies and less innovation in product development.
- Brand Loyalty: Brand loyalty tends to be higher in the animal market than in the human market, as pets often become attached to specific brands of food, treats, and toys. Also, as pet owners make the purchases and not the pets, continuity is valued over experimenting. Additionally, pet owners may develop a sense of trust and loyalty towards their veterinarian and the products and services they recommend.
- Payment Models: In the human market, healthcare is often paid for by insurance companies, while in the animal market, most healthcare expenses are paid out-of-pocket by pet owners. This can impact consumer behaviour, as pet owners may be more likely to opt for lower-cost treatments or delay seeking care if they are concerned about the cost. On the other hand, since there are no insurance companies collectively negotiating treatment prices for animals, the profit margins on animal treatments may be even higher, which is reflected in the acquisition prices of veterinary practices.



Less players on the market, easier to operate with lower costs and a potential of a strong customer loyalty are key assets to develop a company. The Group has a clear vision. It aims to provide much more than “just a product” but genuinely cares for the wellbeing of the animal in a broader sense. And since many pet owners are sometimes seeking on how to take care of their pet, providing information may be an important part of this. Finally, partnering with veterinarians who are generally seen as the authority figures on pet care, may also enhance a brand’s position.

5.2.5 Regulation

In the European Union (EU) and the United Kingdom (UK), there are several government regulations that companies need to take into account when providing pet food, pet supplies, and other non-medical pet services. Some of the key regulations include:

1. Product safety regulations - All products sold in the EU and UK must meet certain safety standards, and companies that sell pet food and supplies must comply with relevant product safety regulations. For example, in the EU, pet food must comply with the General Food Law, and pet toys must comply with the Toy Safety Directive. As Pet Service Holding does not produce any items, the primary responsibility for ensuring safety and compliance lies with the manufacturer (source: European Commission - Product Safety: <https://eur-lex.europa.eu/EN/legal-content/summary/general-product-safety-regulation-2023.html>).
2. Labelling and packaging requirements - Companies that sell pet food and supplies must ensure that their products are labelled and packaged in accordance with relevant regulations. For example, in the EU, pet food must be labelled with information such as the ingredients, nutritional information, and feeding instructions. Ensuring that these regulations are met is part of the daily operations of the online shops (source: European Pet Food Industry Federation - Labelling: <https://europeanpetfood.org/self-regulation/labelling/>).
3. Animal welfare regulations - Companies that provide pet services, such as pet grooming or dog walking, must ensure that they comply with relevant animal welfare regulations. In the EU and UK, animal welfare is regulated by various laws, such as the Animal Welfare Act in the UK. For Pet Service Holding this is specifically important when these service providers are listed, advertised or recommended in the app and other communication.



4. Environmental regulations - Companies that sell pet products must also comply with relevant environmental regulations. For example, in the EU, packaging waste must be managed in accordance with the Packaging and Packaging Waste Directive (source: European Commission - Environment: https://environment.ec.europa.eu/topics/waste-and-recycling/packaging-waste_en)
5. Data protection regulations - Companies that collect and process customer data, such as information on pet owners and their pets, must comply with relevant data protection regulations. In the EU, data protection is regulated by the General Data Protection Regulation (GDPR). This is also a very relevant aspect for the online shops and is included in the risk evaluation.
6. Microshipping - The government of Great Britain has introduced a regulation making cat microchipping compulsory as of 10 June 2024. A single point of access will be established to collate all microchip records. Kittens must be microchipped before 20 weeks of age, though the rule excludes free-living cats like farm, feral, or community cats. This measure aims to facilitate the reunion of lost or stray cats with their owners. Both the RSPCA and the BVA support the reform, highlighting its potential to quickly reunite pets with their owners.

Although each category of regulations is important, none of them require very specific expertise to follow them. The implementation and adherence to these regulations can generally be integrated in the normal operations.

5.3 Investments description

The Company has not planned any significant investments beyond than those required in the normal course of business.



5.4 Patents, licenses, trademarks and domain names

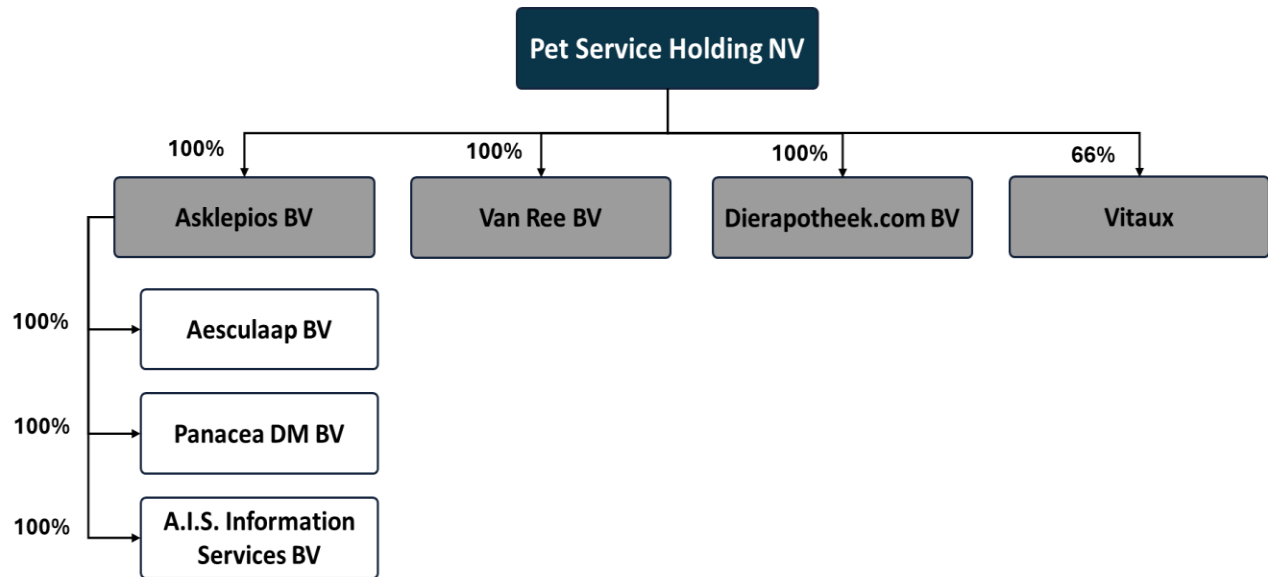
Pet Service Holding N.V. has successfully filed a trademark application in the EU for the trademark PETSERVICE as well as the Device. The application was filed on January 12, 2023 and the unique identifier for this application is 018820972. The application covers specific classes, namely 5, 9, 31, 25, 41 and 44, which are categories of products and services that are relevant to the Group's business, respectively pharmaceuticals and other preparations for medical or veterinary purposes, computers, software and electronics, natural agricultural products, clothing, education; provider of training; entertainment; sporting and cultural activities and medical and veterinary services.

5.5 Insurance contracts

Pet Service Holding maintains appropriate insurance coverage, including property damage, business interruption, liability claims, and Directors and Officers insurance. Regular reviews are conducted to ensure the policies align with the Company's evolving risk profile of the business.



6 ORGANISATIONAL STRUCTURE



The organizational chart illustrates the structure of Pet Service Holding NV and its subsidiary companies. At the top is **Pet Service Holding NV**, the parent company that owns a series of fully or partially owned subsidiaries in the pet services and products industry. The Group operates the following brands **Jachtinstinct**, which sells premium pet foods, and the web shops **Dierenapotheek.nl** and **Drpetcare.de**.

1. **Asklepios BV** - This subsidiary is 100% owned by the Group and is a holding company that owns the real estate and the buildings and it has three wholly-owned subsidiaries under its structure:
 - **Aesculaap BV** – a wholesaler involved in the distribution of veterinary products.
 - **Panacea DM BV** - This structure owns the online platform Pharmacy4pets, which provides specialized pet healthcare and wellness solutions direct to customers.
 - **A.I.S. Information Services BV** – This subsidiary provides IT services for the Group’s entities, hosting the data centers and the servers of the various web shops.
2. **Van Ree BV** - This subsidiary is 100% owned by the Group and is a wholesaler, providing food and medicine for pet for retailers.



3. **Dierapotheek.com BV** - This fully-owned subsidiary is focused on online sales, particularly in veterinary products, such as over-the-counter and prescription medications, accessible through the company's e-commerce platform.
4. **Vitaux** – The Group holds a 66% ownership stake in this veterinary management agency, which carries out marketing, communication and PR activities in the animal health and agricultural sector.



7 OPERATING AND FINANCIAL REVIEW

Fiscal year 2024 marked a turning point for PSH, as the Company executed three major acquisitions aimed at scaling its operations across both B2B and B2C channels. The financial statements for the full year 2024 reflect this strategic shift, with sharp increases across nearly all income, expense and balance sheet categories, attributable to the onboarding of new business lines and the rapid integration of acquired entities.

7.1 Financial review for the full year 2024 compared to the full year 2023



7.1.1 Consolidated Balance Sheet

(After appropriation of results)

All amounts in €

	31 December 2024	31 December 2023
ASSETS		
Non-current assets		
Intangible fixed assets		
Incorporation and share issue costs	143.917	185.036
Research and development costs	479.485	127.688
Goodwill	811.089	643.914
	<u>1.434.491</u>	<u>956.638</u>
Tangible fixed assets		
Land and buildings	1.210.114	-
Other fixed operating assets	175.150	42.892
	<u>1.385.264</u>	<u>42.892</u>
Financial fixed assets		
Other receivables	47.891	36.745
Current assets		
Inventories	942.300	110.628
Receivables, prepayments and accrued income		
Trade debtors	529.486	6.946
Tax receivables	814.531	224.693
Other receivables	137.410	323.660
Prepayments and accrued income	39.695	548.665
	<u>1.521.122</u>	<u>1.103.964</u>
Cash and cash equivalents	1.533.851	136.501
Total assets	<u>6.864.919</u>	<u>2.387.368</u>

The consolidated balance sheet of Pet Service Holding as of year-end 2024 captures the full impact of a transformative year, driven by three major acquisitions: **Asklepios**, **Van Ree's inventories and operations**, and **Dierapotheek.com**. These transactions resulted in a near tripling of the Company's total assets, from **€2.39 million** at the end of 2023 to **€6.86 million** by December 2024.

Intangible fixed assets:

The Company's **intangible fixed assets** rose significantly from **€956,638** in 2023 to **€1,434,491** in 2024.

The increase is mostly attributable to the following:



- **Goodwill**, which rose to €811,089, up from €643,914, reflects the premium paid over net assets in the acquisitions. The increase fully relates to Asklepios goodwill allocation.
- **Research and development costs** more than tripled, increasing from €127,688 to €479,485, linked to the technology platforms and digital tools, such as the Pet Tracker App, and online sales platforms like Pharmacie4Pets and the wholesale platform Aesculaap (newly consolidated), as well as the pet medicine production registrations.
- **Incorporation and share issue costs** decreased slightly, indicating that prior capital raising costs are now being amortized.

This category confirms that **PSH is building long-term intangible value**, driven by proprietary systems, customer networks, and strategic branding.

Tangible fixed assets:

The most notable change in the balance sheet is the increase in **tangible fixed assets**, which jumped from **€42,892** to **€1,385,264**. This change is mostly due to:

- The acquisition of **land and buildings** as part of Asklepios for **€1,210,114**, reflecting new warehouses, offices, and operational centers.
- A fourfold increase in **other fixed operating assets**, such as equipment, vehicles, and IT infrastructure needed to support the scaled operations.

This shift underscores PSH's transition from an asset-light business to a vertically integrated operational model, supporting logistics and delivery, essential for the wholesale and e-commerce segments.

Current assets:

Current assets rose significantly, mainly due to increased inventories, receivables, which went from €1.10 million to €1.52 million, and an increase in cash position:

- **Inventories rose to €942,300**, up from €110,628, reflecting the integration of Asklepios and Dierapotheek.com distribution stock as well as higher stocking levels to meet increased demand from the expanded client base. This expansion in inventory is aligned with the Group's growth in product offerings and distribution capabilities following the acquisitions.
- **Trade receivables** increased from just €6,946 to **€529,486**, confirming growing customer activity and invoicing volumes post-acquisition.
- **Tax receivables** grew to **€814,531**, which include VAT credits and refundable corporation income tax, which can be offset with future taxable profits.



Cash:

The position in cash and cash equivalents surged to **€1,533,851** from **€136,501** in 2023, reflecting the strong inflow from financing activities (as described in the cash flow statement) and the cash base acquired at Asklepios, which was used not only for acquisitions but also to maintain a healthy liquidity position during a high-growth phase.

	<u>31 December 2024</u>	<u>31 December 2023</u>
EQUITY AND LIABILITIES		
Group equity		
Equity	1.011.999	945.851
Third-party share	-14.043	-10.474
	<u>1.026.042</u>	<u>935.377</u>
Provisions	68.310	-
Non-current liabilities		
Debts to banks	975.000	-25.000
Convertible bonds	2.425.400	875.000
Vendor loans	200.000	-
Tax liabilities	136.365	-
Other liabilities	99.409	129.390
	<u>3.836.174</u>	<u>979.390</u>
Current liabilities		
Debts to banks	5.695	-
Trade creditors	1.195.028	251.122
Debt to other affiliated company	-	17.349
Taxes and social securities	285.590	-5.456
Other liabilities	-	2.621
Accruals and deferred income	448.080	206.965
	<u>1.934.393</u>	<u>472.601</u>
Total equity and liabilities	<u><u>6.864.919</u></u>	<u><u>2.387.368</u></u>

Group equity:

Group equity rose to **€1.026 million** in 2024 from **€935,377** a year earlier, reflecting the Company's first full-year profit (€88,664) and capital reinforcement. The increase in equity reflects internal retention of earnings to support the acquisition program. Overall, the modest growth in equity relative to asset expansion confirms that PSH relied primarily on debt financing for its acquisition strategy, preserving ownership structure while scaling operations.



Provisions:

A new provision of **€68,310** has been created for the future costs of major maintenance to the buildings. This item underscores PSH's attention to responsibly accounting for post-acquisition commitments.

Non-current liabilities:

Non-current liabilities rose dramatically from **€979,390 in 2023** to **€3.84 million** in 2024, illustrating the leveraged approach PSH used to finance its acquisitions. Key components include:

- **Debts to banks** increased to **€975,000**, up from a minor negative entry in 2023, reflecting the net mortgage loan.
- **Convertible bonds** more than doubled, from **€875,000 to €2.43 million**, providing flexibility between debt servicing and potential equity conversion. This instrument helped fund the cash components of the acquisitions while postponing immediate dilution.
- **Vendor loans of €200,000** were introduced, consistent with deferred payment structures often used in M&A transactions.
- **Tax liabilities** of €136,365 emerged, linked to deferred tax on fair value adjustments and purchase price allocation during acquisition consolidation.
- **Other liabilities** decreased slightly to €99,409, from €129,390, and relate to repayment obligations of wage cost support received during the Covid-19 epidemic period.

This structure reflects a well-structured financing plan, balancing short-term liquidity needs with long-term repayment obligations.

Current liabilities:

Current liabilities soared to **€1.93 million** in 2024, up from **€472,601** in 2023. This rise reflects the operational expansion brought by the consolidation of the newly acquired entities, indicating higher short-term obligations associated with the increased scale of operations:

- **Trade creditors** increased nearly fivefold to **€1.2 million**, reflecting expanded procurement, supplier networks, and stocking post-acquisition.
- **Taxes and social securities** rose to **€285,590**, reflecting higher employment and taxable activity.
- **Accruals and deferred income** more than doubled to **€448,080**, reflecting higher business volume base.



7.1.2 Consolidated Profit & Loss Account

All amounts in €

	2024	2023
Net turnover	12.488.996	1.208.482
Cost of sales	8.154.758	787.099
Gross margin	4.334.238	421.383
Operating expenses		
Employee expenses	483.973	296.410
Amortization and depreciation	446.409	170.214
Other personnel costs	803.793	171.794
Housing expenses	243.852	36.570
Selling and distribution expenses	1.244.044	238.515
Distribution and delivery expenses	950.429	145.167
Office expenses	197.968	91.908
General expenses	349.355	290.638
Operating expenses	4.719.823	1.441.216
Operating result	-385.585	-1.019.833
Financial income and expenses	23.692	-5.469
Result before tax	-361.893	-1.025.302
Taxes	450.557	5.095
Result after tax	88.664	-1.020.207

Revenue and Gross Margin: a transformational year

PSH reported net turnover of €12.49 million in 2024, a remarkable tenfold increase from €1.21 million in 2023. This revenue explosion is directly linked to the acquisitions of Asklepios, Van Ree's inventory and client base (in the wholesale segment), and Dierapotheek.com (a direct-to-consumer brand). The combined impact of these businesses elevated PSH from an early-stage operation to a multi-channel group with diversified revenue streams.

The cost of sales also grew significantly to €8.15 million, reflecting the increased scale of operations, warehousing, and product distribution. However, PSH achieved a gross margin of €4.33 million, a substantial leap from just €421K the previous year. This indicates that despite increased costs, the acquired businesses are margin-accretive, and the group was able to preserve healthy pricing power and supplier terms.



Operating Expenses: a controlled expansion of cost structure

Operating expenses rose sharply from **€1.44 million in 2023 to €4.72 million in 2024**, as PSH absorbed the cost base of the acquired companies and ramped up internal capabilities. The largest increases occurred in:

- **Employee expenses and other personnel costs**, which rose to €494K and to €803K, respectively, reflecting onboarding of specialized teams from the acquired companies to support integration and ongoing operations. However, this increase was managed carefully, highlighting PSH's focus on efficiency and its ability to scale without disproportionately inflating overhead.
- **Selling and distribution expenses**, up to €1.24 million, consistent with higher order volumes, marketing, and customer acquisition efforts post-acquisition. This increase reflects the Company's efforts to promote its expanded product range and build brand visibility in new and existing markets. As part of its growth strategy, the Group has invested in online advertising, promotional campaigns, and customer acquisition efforts to capture a larger market share following the acquisitions.
- **Distribution, transportation and delivery expenses**, which reached €950K, also reflect the increased logistics operations of PSH, in line with the increased volume of sales.
- **Amortization and depreciation** increased to €446K, driven by the recognition of new assets and intangibles from acquisitions.
- **Housing and office expenses** also rose sharply €198K. This rise reflects additional expenses for office and warehouse space required to support the Group's expanded operational footprint. During 2024 the e-commerce activities of Dierenapotheek.nl, DrPet.de and Dierenapotheek.com have been fully integrated with one stock and distribution location at Wormerveer.

EBITDA improved markedly, rising from a negative €0.8 million in 2023 to a positive €61,000 in 2024. This turnaround was supported by strong performance in the second half of the year and reflects the Company's ability to manage costs while scaling operations.

Overall, operating expenses evolved in line with revenue growth, allowing the Company to protect its margin profile while continuing to expand. Despite this significant expansion, PSH maintained a relatively lean overhead structure, ensuring that costs remained proportionate to the scale-up in revenues.

As a result of this disciplined cost management and operational leverage, PSH achieved a positive EBITDA for the first time in its history. This represents a major milestone for the Company and confirms its transition from an innovative startup to a growth scale-up.



Operating Result and Net Profit: first positive annual result

PSH posted an operating loss of €385,585 in 2024. This is a notable improvement from the €1.02 million operating loss reported in 2023. The reduction in losses—despite a tripling of expenses—demonstrates the early effectiveness of PSH’s integration strategy and the immediate revenue contribution of its acquisitions.

The pre-tax result improved to €-361,893, again a significant recovery from €-1.03 million in 2023. Most remarkably, thanks to the recognition of deferred tax loss of €450,557, PSH ultimately reported a net profit of €88,664—its first positive annual result since inception.



7.1.3 Cash Flow Statement

(All amounts in €)

Cash and cash equivalents, beginning of the year	136.500
Operating activities	
Net income	88.733
Adjustments to reconcile net income to cash generating operating activities:	
Depreciation and amortization	446.804
Deferred income expense	(589.837)
Deferred financing costs	(379.600)
Purchase price allocation business acquisitions	(864.675)
Changes in operating assets and liabilities:	
Inventories	(81.945)
Accounts receivables	222.992
Other current and non-current assets	(189.324)
Accounts payables	943.904
Other current and non-current liabilities	517.887
Cash generated by operating activities	114.939
Investing activities	
Payments made in connection with business acquisitions, net of cash acquired	(2.176.000)
Advance payments 2023 on business acquisitions	501.000
Payments for property and equipment	(85.685)
Payments for intangible fixed assets	(91.075)
Other	2172
Cash out by investing activities	(1.849.588)
Financing activities	
Proceeds from issuance shares	2.000
Proceeds from issuing bonds	2.055.000
Repayments on bonds issued in 2023	(125.000)
Proceeds from vendor loans	200.000
Mortgage loan	1.000.000
Other	
Cash from financing activities	3.132.000
Increase / (decrease) in cash and cash equivalents	1.397.351
Cash and cash equivalents, end of the year	1.533.851

Financial Analysis of PSH Cash Flow Statement – Full Year 2024

In 2024, Pet Service Holding NV experienced a significant improvement in its cash position. The Company closed the year with €1.5 million in cash and cash equivalents, compared to €136,500 at the beginning of



the year. This represents a substantial net increase of €1,397,351, reflecting strong financial activity during the period.

Cash Flows from Operating Activities

Cash generated from operating activities amounted to €114,939, indicating that the Company's core operations are generating positive cash flow. PSH reported net income of €88,733. This figure was significantly adjusted by non-cash items, including €446,804 in depreciation and amortization. However, several acquisition-related accounting entries negatively impacted operating cash flow, such as deferred income expenses of €589,837 and deferred financing costs of €379,600. In addition, a major adjustment was made for the allocation of purchase price related to business acquisitions, amounting to a deduction of €864,675.

Changes in working capital had a net positive effect. The Company benefitted from a strong increase in accounts payable of €943,904 and an increase in other current and non-current liabilities of €517,887. These inflows more than offset cash reductions resulting from increases in accounts receivable and other current assets, totaling €189,324, as well as an inventory increase of €81,945.

Cash Flows from Investing Activities

The Company's investing activities resulted in significant cash outflows, totaling €1,849,588. This was primarily driven by €2,176,000 in payments related to business acquisitions, net of any cash acquired. Additionally, the Company invested €85,685 in property and equipment and €91,075 in intangible fixed assets. These outflows were partially offset by €501,000 in advance payments 2023 related to the pre-payment made in 2023 for the purchase of Asklepios BV effective in January 2024. These figures underscore PSH's active investment strategy, particularly its focus on external growth through acquisitions.

Cash Flows from Financing Activities

The most substantial driver of the cash increase came from financing activities, which provided net inflows of €3,132,000. This substantial increase can be attributed to:

- **Mortgage loan:** The Company raised €1.0 million through mortgage loan. The loan was provided in conjunction with the acquisition of Asklepios BV and subsidiaries. The loan is pledged with the land and buildings of Asklepios. The loan bears an annual interest of 7% per annum. The maturity date to repay the loan in full is December 31, 2026.
- **Convertible bonds:** PSH raised €2,055,000 through convertible bond issuance, with coupon rates ranging between 7% and 8%, to support the Group's acquisition strategy. These bonds, which



mature in 2026 and 2027, were structured to attract long-term investors aligned with the Company's growth vision while minimizing immediate dilution.

- **Vendor loans:** Additional cash inflows of €200,000 from vendor loans were obtained in 2024. Two Vendor loans of €100,000 each were provided as part of funding the acquisitions of Asklepios BV and its subsidiaries. The Vendor loans bear 7% interest per annum and are to be repaid by June 30, 2025. The Company is in discussion to extend the maturity of one vendor loan for €100,000 to June 30, 2026.

A repayment of €125,000 on bonds issued during the same year slightly offset the total. These financing activities highlight the Company's ability to access funding sources to support its investment strategy.

Net Cash Flow and Cash Position

In summary, PSH's financial performance in 2024 reflects a deliberate but prudent growth strategy, driven by acquisitions and strategic debt management. The Company **closed the year with €1.5 million in cash** and cash equivalents, compared to €136,500 at the beginning of the year. This substantial net increase of nearly €1.4 million of the cash position provides the Company with more flexibility to fund future operations and expansion initiatives.



8 PROFIT FORECASTS OR ESTIMATES

The Group does not intend to make profit forecasts or estimates.



9 BOARD, MANAGEMENT AND SUPERVISORY BODIES

9.1 Board structure and corporate governance

The Company has a two-tier board structure consisting of a Management Board (Raad van Bestuur) and a Supervisory Board (Raad van Commissarissen). The Management Board is responsible for the day-to-day management which includes, among other things, formulating strategies and policies, and setting and achieving the Company's objectives. The Supervisory Board supervises and advises the Management Board. Each member of the Management Board and Supervisory Board owes a duty to the Company to properly perform the duties assigned to such member and to act in the Company's corporate interest. Under Dutch law, a company's corporate interest extends to the interests of all of the company's stakeholders, including its shareholders, creditors, employees and clients.

The Management Board is supported by the Senior Management in the day-to-day management of the Group.

The current business address for members of the Management Board, the Senior Management and the Supervisory Board is Pet Service Holding N.V., Samsonweg 2, 1521 NC Wormerveer, the Netherlands.

9.2 Description of the Supervisory Board

9.2.1 General

The Supervisory Board is responsible for supervising the conduct of the Management Board and of the Company's general course of affairs and that of any affiliated enterprise. Furthermore, the Supervisory Board assists the Management Board by rendering advice. The Supervisory Board is entitled to submit resolutions of the Management Board for its approval. These resolutions must be defined in a clear manner and must be notified to the Management Board in writing. The members of the Supervisory Board are not authorized, however, to represent the Company in dealings with third parties.

The Supervisory Board shall consist of one or more members. The Supervisory Board shall decide on the number of Supervisory Board members. Members of the Supervisory Board shall be appointed by the General Meeting on the binding nomination made by the Supervisory Board. The General Meeting may at any time resolve to overrule the binding nomination by a majority of at least two thirds of the votes cast representing more than half of the issued share capital. If a nomination is overruled, a new nomination shall



be made by the Supervisory Board. If the binding nomination comprises one candidate for a vacancy, a resolution concerning the nomination shall result in the appointment of the candidate, unless the nomination is overruled. A resolution to appoint a member of the Supervisory Board who was not nominated by the Supervisory Board, may only be appointed by a majority of two thirds of the votes cast representing more than half the issues share capital.

A member of the Supervisory Board shall be appointed for a maximum period of four years. A member of the Supervisory Board may be reappointed for one or more subsequent periods. At the proposal of the Supervisory Board the General Meeting may resolve to deviate from the maximum period of four years. The Supervisory Board shall elect one of its members to be the chair person.

9.2.2 The composition of the Supervisory Board

As of the date of this Information Document, the names and positions of the members of the Supervisory Board are set out in the table below.

<u>Name</u>	<u>Function</u>	<u>Served since</u>	<u>Term expires</u>	<u>Shares</u>
Maria de la Concepcion Covadonga Cristina (Conchita) van Rooij	Supervisory Director (Chairperson)	29 December 2022	December 2026	0%
Jerry Speel	Supervisory Director	29 December 2022	December 2026	0.68%

Anne-Marie Bruist submitted her resignation as a member of the Supervisory Board for personal reasons on 31 December 2023, effective immediately. As of the date of this Information Document, no replacement has been appointed.

Conchita van Rooij

Conchita van Rooij has over 15 years' experience as a lawyer, and is specialized in personal and family law. From 2004- 2013 Ms. van Rooij owned and worked in the law firm Van Rooij De Jong Advocaten in Amsterdam, and from 2013 up until the date of this Information Document she has owned and worked in the Amsterdam-based law firm called Conchita van Rooij Advocaat. Ms. van Rooij also has experience as a board member in Stichting Advocaten Spreekuur Amsterdam. Ms. van Rooij holds a law degree from the University of Amsterdam.



Current directorships and senior management positions	<i>Pet Service Holding N.V (Chairperson of supervisory board)</i> <i>Conchita van Rooij Advocaat (owner)</i> <i>Stichting Advocaten Spreekuur Amsterdam (board member)</i> <i>De Klachtencommissie Jeugd- en Gezinsbeschermers (committee member)</i>
Previous directorships and senior management positions last five years	<i>Conchita van Rooij Advocaat (owner)</i> <i>Stichting Advocaten Spreekuur Amsterdam (board member)</i> <i>De Klachtencommissie Jeugd- en Gezinsbeschermers (committee member)</i>

Jerry Speel

Jerry Speel has 30 years' experience from finance controlling and management. Mr. Speel has previously held various positions as finance director, one of them being at Thermo Fisher Scientific. Further, Mr. Speel has also experience as a member of several supervisory boards. Mr. Speel has a doctor's degree in business economics from Open University, as well as a post-master as a register controller and executive master in finance and control from University of Amsterdam.

Current directorships and senior management positions	<i>Pet Service Holding N.V (Member of supervisory board)</i> <i>Speel Holding B.V.(consultant)</i> <i>Foundation the Skans (Member of supervisory board)</i> <i>Heidewoud Beheer B.V. (sole managing director)</i>
Previous directorships and senior management positions last five years	<i>FENOR Energie (Heerenveen) (Finance and operational director)</i> <i>Thermo Fisher Scientific (Lelystad) (Finance director)</i> <i>Foundation Ateliers Majeur (Member of supervisory board)</i>

Mr. Speel holds 20,000 shares (direct and via *Heidewoud Beheer B.V.*, a personal holding company).

According to the **Middlenext Corporate Governance Code**, which applies primarily to small and medium-sized listed companies in France, several criteria must be met for a director to be considered **independent** on the board of a listed company. These criteria are designed to ensure that the director has no conflicts of interest and can act objectively and independently. Below are the key criteria:



Criteria for Independence of a Director under the Middennext Code:

1. **No significant capital ties:** The director should not hold or represent a significant direct or indirect ownership interest in the company's capital that could influence their decisions.
2. **No executive functions:** A director is considered independent if they have not held any executive position within the company or its subsidiaries for at least the past three years.
3. **No close family ties:** The director should not have close family ties to the company's executives (members of the executive board or management).
4. **No significant business relationships:** The director should not have any significant commercial relationships with the company or its subsidiaries, including commercial, banking, or advisory relationships that might compromise their independence.
5. **Limited number of directorships:** A director should not hold too many positions in other companies within the same group, as this could interfere with their independence.
6. **Non-excessive compensation:** The director's remuneration should not constitute a major portion of their annual income, as this could influence their decision-making.
7. **No representation of major shareholders:** The director should not represent a major shareholder, especially if this shareholder holds a majority or significant stake in the company.

By using these criteria, we can determine that both members of the Supervisory Board can be classified as independent, which ensures balanced governance within the board and the company's decision-making processes.

9.3 Description of the Management Board

9.3.1 General

The Management Board is responsible for the day-to-day management of the operations under the supervision of the Supervisory Board. In performing its duties, the Management Board must consider and act in accordance with the Company's interests and the business connected with it, taking into consideration the interest of the stakeholders, which includes but is not limited to the Company's customers, its employees and the shareholders. The Management Board shall consist of one or more members. The Supervisory Board shall decide on the number of Management Board members. Members of the Management Board shall be appointed by the General Meeting on the binding nomination made by the Supervisory Board. The General Meeting may at any time resolve to overrule the binding nomination by a majority of at least two thirds of



the votes cast representing more than half of the issued share capital. If a nomination is overruled, a new nomination shall be made by the Supervisory Board. If the binding nomination comprises one candidate for vacancy, a resolution convening the nomination shall result in the appointment of the candidate, unless the nomination is overruled. A resolution to appoint a member of the Management Board who was not nominated by the Supervisory Board may only be appointed by a majority of two thirds of the votes cast representing more than half the issued share capital.

A member of the Management Board shall be appointed for a maximum period of four years. A member of the Management Board may be reappointed for one or more subsequent periods. At the proposal of the Supervisory Board, the General meeting may resolve to deviate from the maximum period of four years.

The Management Board as well as each Management Board member individually has the authority to represent the Company.

Pursuant to Dutch law, a member of the Management Board of a Dutch public limited liability company may not participate in the deliberations and decision-making on a resolution if he or she has a direct or indirect personal interest to such resolution conflicting with the interest of the company. Such conflict of interest exists if in the situation at hand the member of the Management Board is deemed to be unable to serve the interest of the Company and the business connected with it with the required level of integrity and objectivity.

9.3.2 The composition of the Management Board

The names and positions of the members of the Management Board are set out in the table below.

The Company's CEO, Ron van Veldhoven, is engaged on the basis of an amended management agreement dated 12 November 2022, through his personal holding company Vero Holding B.V.

The Supervisory Board intends to renew the management agreement with the Company's CEO, Ron van Veldhoven and will recommend that shareholders approve the renewal, with the new term expiring in July 2029, at the Company's next Extraordinary Annual General Meeting scheduled for the week of August 25, 2025.

<u>Name</u>	<u>Function</u>	<u>Served since</u>	<u>Term expires</u>	<u>Shares</u>
Ron van Veldhoven...	CEO	July 2021	July 2025, expected to be renewed until July 2029	0% direct, 23.88% indirect through SBD and 10.82% via Vero Holding B.V.
Robert Boemen.....	CFO	December 2023	December 2027	0%



9.3.3 Brief biographies of the Managing Directors

Set out below are brief biographies of the Managing Directors, including their managerial expertise and experience, in addition to an indication of any significant principal activities performed by them outside of the Company.

Ron van Veldhoven - CEO

Ron van Veldhoven has more than 20 years of experience in corporate finance, financing controlling and management. Mr. Van Veldhoven has previously held a position as CEO at Inverko N.V. (previously named Vivenda Media Groep N.V.). He has also established the commercial activities for Bank Labouchere (now Dexia Bank).

Current directorships and senior management positions	<i>Pet Service Holding N.V (member of management board and CEO)</i> <i>Vero Holding B.V. (sole managing director)</i>
Previous directorships and senior management positions last five years	<i>Verenigde Nederlandse Compagnie N.V. (supervisory board member)</i>

Robert Boemen - CFO

Robert Boemen has more than 25 years of experience in business development, finance and stakeholder management. Mr. Boemen started his carrier within Arthur Andersen for 13 years. After that he held several positions as Chief Financial Officer in listed and private equity backed companies including Vita Group, Eneco Groep, Vivenda Media Groep (Euronext Amsterdam), Motion 10, and Prodware (Euronext Paris) Mr. Boeman is a chartered accountant and member of The Royal Dutch Institute of Chartered Accountants (NIVRA),

Current directorships and senior management positions	<i>Pet Service Holding N.V (Member of management board and CFO)</i>
Previous directorships and senior management positions last five years	--

There is no family relationship between the members of the boards.

9.4 Board practices in relation to the Company's last completed financial year

The Company is not subject to a Corporate Governance Code in the Netherlands. The Company does not follow any code relating to corporate governance and executive remuneration.



Given the size of its structure at this stage, the Company does not intend to implement a specific corporate governance policy once it is listed on Euronext Growth Paris. The Board has made no provision for the creation of specific committees. It considers that its structure does not, for the time being, require the creation of such committees.

9.5 Potential conflicts of interests and restrictions applicable to the Company

Other than Mr. Jerry Speel, no member of the Supervisory Board, the Management Board or the Senior Management has, or has had, as applicable, during the last five years preceding the date of the Information Document:

- any convictions in relation to fraudulent offences;
- received any official public incrimination and/or sanctions by any statutory or regulatory authorities (including designated professional bodies) or was disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company; or
- been declared bankrupt or been associated with any bankruptcy, receivership or liquidation in his or her capacity as a founder, member of the administrative body or supervisory body, director or senior manager of a company.

Mr. Jerry Speel was engaged as Director Finance in the Dutch energy provider Fenor B.V. from November 2019 to January 2022. Fenor B.V. was declared bankrupt on 16 December 2021. The bankruptcy was caused by surging gas prices, and Fenor B.V. was one of several Dutch electricity providers which collapsed due to the extensive price increases. As Director Finance, Mr. Speel was an employee on the payroll of the company. He was not a board member, nor a shareholder nor an ultimate beneficial owner. The curator/trustee H.C. Lunter appointed by the Dutch Court did not hold Mr. Speel responsible for the bankruptcy, and no bankruptcy quarantine has been imposed on Mr. Speel.

The Dutch Authority for the Financial Markets (the "AFM") imposed an administrative fine of EUR 37,500 on Mr. Ron van Veldhoven in 2014. The fine was imposed on Mr. van Veldhoven for breach of his obligation to notify the AFM of Vero Holding B.V.'s transactions in the shares in Inverko N.V., a company which was listed on Euronext Amsterdam. The relevant transactions took place from 8 February 2013 until 26 February 2014, but were first notified to the market on 27 May 2014 upon request from the AFM. Mr. van Veldhoven was a member of the board of directors of Inverko N.V. in the relevant period and Vero Holding B.V. was controlled by Mr. van Veldhoven.

Mr. van Veldhoven holds 49% of the shares in SBD which is the Company's main shareholder, as well as 318,333 (10.82%) shares in the Company, through Vero Holding B.V. The remaining 51% of the shares in SBD are held by Mr. Geert Schaaij. Mr. Schaaij is a public figure in the Netherlands, most known from the



TV-program "Businessclass" where he gives advice on shares and the stock market. Such advice is also given in the paper magazine "Beursgenoten", alongside publication of "news flashes" on the website "www.beursgenoten.nl/nieuws-flashes". Mr. Schaaïj's entered into a settlement agreement with the AFM in 2006 in relation to certain public statements Mr. Schaaïj had given with respect to certain Dutch securities.

9.6 Compensation and benefits

The activities of the Supervisory Board and the Management Board are remunerated; however, there is no specific remuneration policy in place. Board meetings are convened as needed or deemed appropriate.

The table below provides a summary of the compensation owed and paid to board members during recent financial years.

Conchita Maria de Rooij	2024		2023	
	Amount Due	Amount Paid	Amount Due	Amount Paid
Fixed Remuneration				
Variable Remuneration	-	-	-	-
Exceptional Remuneration	-	-	-	-
Remuneration for				
Directorship	€ 7 500	€ 7 500	€ 7 500	€ 7 500
Benefits in Kind				
TOTAL	€ 7 500	€ 7 500	€ 7 500	€ 7 500

Jerry Speel	2024		2023	
	Amount Due	Amount Paid	Amount Due	Amount Paid
Fixed Remuneration	-	-	-	-
Variable Remuneration	-	-	-	-
Exceptional Remuneration	-	-	-	-
Remuneration for				
Directorship	€ 7 500	€ 7 500	€ 7 500	€ 7 500
Benefits in Kind	-	-	-	-
TOTAL	€ 7 500	€ 7 500	€ 7 500	€ 7 500



Ron van Veldhoven	2024		2023	
	Amount Due	Amount Paid	Amount Due	Amount Paid
Fixed Remuneration	€ 120 000	€ 122 000	€ 120 000	€ 120 000
Variable Remuneration	-	-	-	-
Exceptional Remuneration	-	-	-	-
Remuneration for Directorship	-	-	-	-
Benefits in Kind	-	-	-	-
TOTAL	€ 120 000	€ 122 000	€ 120 000	€ 120 000

At the Annual General Meeting held on 28 June 2024, the shareholders approved a proposal by the Supervisory Board to grant Ron Van Veldhoven a bonus of 100,000 newly issued ordinary shares of Pet Service Holding N.V. (PSH) in recognition of his performance and achievements over the past years.

Rob Boemen	2024		2023	
	Amount Due	Amount Paid	Amount Due	Amount Paid
Fixed Remuneration	€ 42 482	€ 42 482		
Variable Remuneration	-	-		
Exceptional Remuneration	-	-		
Remuneration for Directorship	-	-		
Benefits in Kind	-	-		
TOTAL	€ 42 482	€ 42 482		

Rob Boemen joined PSH on 30 December 2023 as a member of the Management Board and Chief Financial Officer. His remuneration is structured on a fixed rate of EUR 135 per hour.



10 DESCRIPTION OF THE WORKFORCE OF THE COMPANY

The Group has 21 full-time equivalents (FTEs) employees at the date of the Information Document, which represents a significant increase from last year. This change is due to the acquisitions made by the Group during the first half of 2024.

The average headcount within the Group over the last three financial years is presented in the table below:

Category	Dec 31, 2024	Dec 31, 2023	Dec 31, 2022
Executives/Board Members	4	4	5
Employees	17	4	4
TOTAL	21	8	9



11 MAJOR SHAREHOLDERS

11.1 Shareholding breakdown

The Company has issued a total of 2,943,096 shares. There is currently no shareholders' agreement. The shares of the Company aren't the subject to a pledge or other similar rights.

The table below set out the Company's shareholders as of the date of this Information Document:

<u>Shareholders</u>	<u>Number of shares</u>	<u>Percentage %</u>
Schaaïj Beheer en Diensten B.V. (SBD) [1]	1,434,880	48.75%
Stichting Administratiekantoor Nederlandse Paarden Registratie		
Maatschappij (STAK)	326,829	11.10%
Vero Holding B.V. [2]	318,333	10.82%
G.E.A. Donker Investments B.V. [3]	225,000	7.65%
Other shareholders [4]	638,054	21.68%
Total	2,943,096	100%

[1] Company ultimately owned by Mr. Geert Schaaïj (51%) and Mr. Ron van Veldhoven (49%).

[2] Company controlled by Mr. Ron van Veldhoven.

[3] Close associate of Schaaïj Beheer en Diensten B.V.

[4] Other any investors with an ownership of less than 5%.



11.2 Voting rights of the principal shareholders

The shares issued by the Company are all ordinary shares: each share carries one voting right and the right to receive dividends.

11.3 Control of the Company

The Company's main shareholder is Schaaïj Beheer en Diensten B.V. (SBD) with a 48.75% ownership. SBD is ultimately owned by Mr. Geert Schaaïj with a 51% ownership.

Mr. Schaaïj is not a member of the Supervisory Board nor the Management Board. In addition, members of the Supervisory Board qualify as independent and represent the interest of all shareholders.

11.4 Agreement which may result in a change of control of the Company

There are no arrangements known to the Company that may lead to a change of control in the Company.

12 RELATED PARTY TRANSACTIONS

The Company had no related party transactions in its audited annual report 2024.



13 FINANCIAL INFORMATION

13.1 Audited consolidated financial statements for the year ended December 31, 2024

PET SERVICE HOLDING NV

Audited consolidated financial statements 2024



1 Consolidated balance sheet as of 31 December 2024

(After appropriation of results)

All amounts in €

	<u>31 December 2024</u>	<u>31 December 2023</u>
ASSETS		
Non-current assets		
Intangible fixed assets		
Incorporation and share issue costs	143.917	185.036
Research and development costs	479.485	127.688
Goodwill	811.089	643.914
	<u>1.434.491</u>	<u>956.638</u>
Tangible fixed assets		
Land and buildings	1.210.114	-
Other fixed operating assets	175.150	42.892
	<u>1.385.264</u>	<u>42.892</u>
Financial fixed assets		
Other receivables	47.891	36.745
Current assets		
Inventories	942.300	110.628
Receivables, prepayments and accrued income		
Trade debtors	529.486	6.946
Tax receivables	814.531	224.693
Other receivables	137.410	323.660
Prepayments and accrued income	39.695	548.665
	<u>1.521.122</u>	<u>1.103.964</u>
Cash and cash equivalents	1.533.851	136.501
Total assets	<u><u>6.864.919</u></u>	<u><u>2.387.368</u></u>

Pet Service Holding NV
Wormerveer

	<u>31 December 2024</u>	<u>31 December 2023</u>
EQUITY AND LIABILITIES		
Group equity		
Equity	1.011.999	945.851
Third-party share	-14.043	-10.474
	<u>1.026.042</u>	<u>935.377</u>
Provisions	68.310	-
Non-current liabilities		
Debts to banks	975.000	-25.000
Convertible bonds	2.425.400	875.000
Vendor loans	200.000	-
Tax liabilities	136.365	-
Other liabilities	99.409	129.390
	<u>3.836.174</u>	<u>979.390</u>
Current liabilities		
Debts to banks	5.695	-
Trade creditors	1.195.028	251.122
Debt to other affiliated company	-	17.349
Taxes and social securities	285.590	-5.456
Other liabilities	-	2.621
Accruals and deferred income	448.080	206.965
	<u>1.934.393</u>	<u>472.601</u>
Total equity and liabilities	<u><u>6.864.919</u></u>	<u><u>2.387.368</u></u>

2 Consolidated profit and loss account 2024

All amounts in €

	2024	2023
Net turnover	12.488.996	1.208.482
Cost of sales	8.154.758	787.099
Gross margin	4.334.238	421.383
Operating expenses		
Employee expenses	483.973	296.410
Amortization and depreciation	446.409	170.214
Other personnel costs	803.793	171.794
Housing expenses	243.852	36.570
Selling and distribution expenses	1.244.044	238.515
Distribution and delivery expenses	950.429	145.167
Office expenses	197.968	91.908
General expenses	349.355	290.638
Operating expenses	4.719.823	1.441.216
Operating result	-385.585	-1.019.833
Financial income and expenses	23.692	-5.469
Result before tax	-361.893	-1.025.302
Taxes	450.557	5.095
Result after tax	88.664	-1.020.207

3 Accounting principles for valuation and determination of results

3.1 General notes

The registered and actual address of Pet Service Holding NV (hereafter "PSH") is De Volger 25, 1483 GA in De Rijp of business and is registered at the chamber of commerce under number 70775834. The Company's legal entity identifier (LEI) is 724500UV26LIYXV0UC28. PSH was incorporated as a limited liability company and is governed by Dutch law.

The headquarters of PSH is set at Samsonweg 2, 1521 NC, Wormerveer, The Netherlands PSH has successfully filed a trademark application in the EU for the trademark PETSERVICE.

PSH offers a broad spectrum of products and services that support the well-being of pets and that cater to the daily needs of pets and pet owners.

The growth strategy is built on two core pillars:

1. Expanding online sales:

This includes a strong focus on the online sales of pet supplies and medicines, capitalizing on the growing trend of e-commerce and digital platforms to reach a wider customer base.

2. Targeting B2B and B2C markets:

The company aims to serve both business-to-business (B2B) and business-to-consumer (B2C) segments, ensuring that its products and services are tailored to meet the needs of corporate clients, such as veterinary clinics and retail chains, as well as individual pet owners.

This dual approach allows PSH to diversify its revenue streams while leveraging synergies across both markets to drive sustainable growth.

The initial acquisitions of "Dierenapotheek.nl" and "Drpetcare.de" and the learning points from the integration of these businesses, as well as a positive sales development in "Dierenapotheek.nl" have driven this strategy.

In 2024, with the recent acquisitions of Asklepios BV (with its leading businesses Aesculaap and Pharamcy4pets), the assets of wholesaler Van Ree and Dierapotheek.com the online veterinary pharmacy, PSH is pursuing the execution of its consolidation strategy.

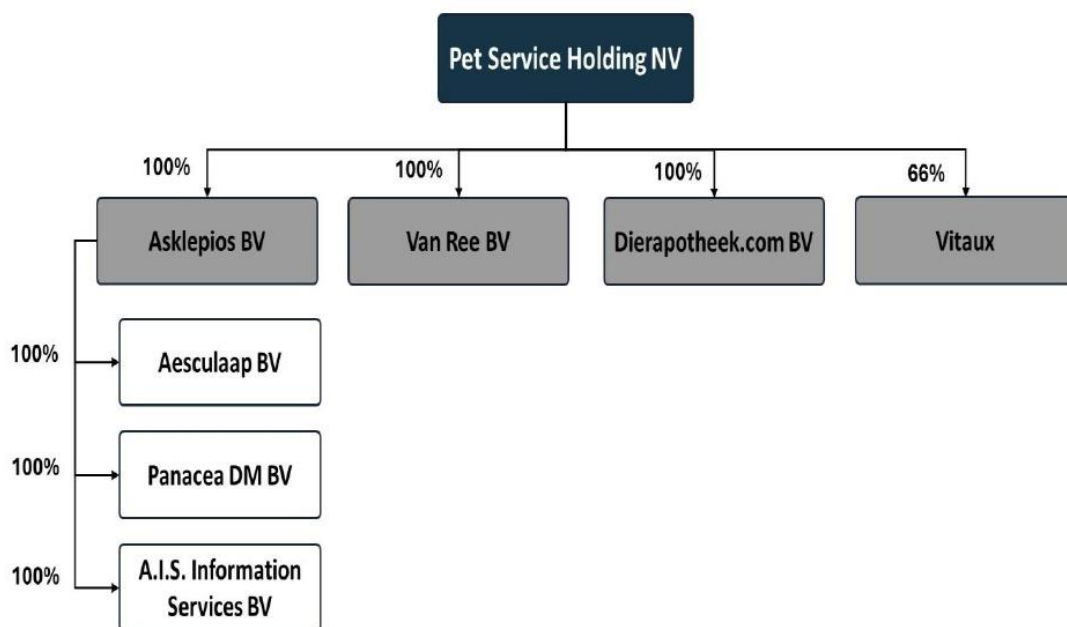
The comparative figures in the financial statements have been adjusted to match the presentation applied in 2024, in order to ensure consistency and comparability. The 2023 extra ordinary expenses amounting € 143.737 have been presented in the comparative income statement under operational expenses.

Pet Service Holding NV

Wormerveer

Group structure

Pet Service Holding N.V. in De Rijp is the head of a group of legal entities. The overview of the data as required in accordance with Articles 2:379 and 2:414 of the Dutch Civil Code is included below:



Pet Service Holding NV

Wormerveer

Estimates

In applying the principles and policies for drawing up the financial statements, the directors of PSH make estimates and judgments that may have an impact on the application of accounting methods and on the amounts of assets, liabilities, income and expenses that may be essential to the amounts disclosed in the financial statements.

The actual values may be different from the estimated values. The impact of changes are recognized and disclosed in the period of change, if applicable.

Consolidation

The consolidation includes the financial information of PSH, its group companies and other entities in which it exercises control or whose central management it conducts.

Group companies are entities in which PSH exercises direct or indirect control based on a shareholding of more than one half of the voting rights, or of which it has the authority to govern otherwise their financial and operating policies. Potential voting rights that can be exercised directly from the balance sheet date are also taken into account. Group companies and other entities in which PSH exercises control or whose central management it conducts are consolidated in full. Participating interests in group equity and group result are disclosed separately.

Participating interests over which no control can be exercised (associates) are not included in the consolidation. PSH interests in joint ventures are accounted for by proportionate consolidation. An entity qualifies as a joint venture if its participants exercise joint control under a collaborative agreement. PSH has no interests under joint control.

Intercompany transactions, profits and balances among group companies and other consolidated entities are eliminated, unless these results are realized through transactions with third parties. Unrealized losses on intercompany transactions are also eliminated, unless such a loss qualifies as an impairment.

The accounting policies of group companies and other consolidated entities may be changed where necessary, in order to align them to the prevailing group accounting policies.

Group companies held for disposal are not consolidated. These 'held for disposal' companies are recognized as securities as part of current assets, if, on the date of the acquisition, a sale within a year or within a short period thereafter is probable. PSH has no group companies held for sale.

The main consolidated companies are listed below, stating the percentage of ownership.

- Asklepios BV and its subsidiaries Aesculaap BV, Panacea BV and AIS Information Services BV, Boxtel, the Netherlands (new in consolidation, 100%)
- Veterinair Organisatiebureau Vitaux B.V, Hilversum, the Netherlands (67%) van Ree BV, Wormerveer, the Netherlands (new in consolidation 100%)
- Dierenapotheek.com BV, Wormerveer, the Netherlands 100%)

Pet Service Holding NV

Wormerveer

Mergers and acquisitions

Identifiable assets acquired and liabilities assumed in a business combination are recognised in the consolidated financial statements from the acquisition date, being the moment that control can be exercised in the acquired company. The acquisition price consists of the cash consideration, or equivalent, agreed for acquiring the company plus any directly attributable expenses. If the acquisition price exceeds the net amount of the fair value of the identifiable assets and liabilities, the excess is capitalised as goodwill under intangible fixed assets. If the acquisition price is lower than the net amount of the fair value of the identifiable assets and liabilities, the difference (i.e. negative goodwill) is recognised as deferred income under accruals or will be recognised in the income statement directly.

The capitalised goodwill is amortised on a straight-line basis over the estimated useful life to the maximum of 10 years. An agreed possible adjustment to the purchase price that is contingent on future events is included in the purchase price if the adjustment is probable and the amount can be measured reliably. Such an adjustment will also result in an adjustment to (positive or negative) goodwill with retrospective effect.

Entities continue to be consolidated until they are sold; they are deconsolidated from the date that control ceases.

During 2024 PSH entered and integrated successfully the following M&A transactions:

Van Ree B.V. - Acquired in 2024

- Van Ree is a wholesaler of pet supplies, formerly a part of Target Pet Holding. The company distributes a variety of pet products, including food, accessories, and other supplies to retailers and veterinarians across the Netherlands. It also operates cash & carry services for small business owners. The acquisition of Van Ree marked an important expansion in PSH's distribution capabilities, particularly in the wholesale market (BtoB). This move enabled PSH to offer a wider range of products while improving logistics and delivery services for retail and professional customers.

Dierapotheek.com - Acquired in 2024

- Effective June 28, 2024, a share acquisition purchase agreement was signed for the acquisition of Dierapotheek.com BV (DA.com), a renowned online web shop for veterinary medicines and products based in Schagen and integrated into the warehouse and distribution facilities in Wormerveer. The acquisition of Dierapotheek.com will allow PSH to further consolidate its presence in the online veterinary medicine market. The addition of this online platform will create synergies with PSH's other veterinary-related businesses, boosting online sales and customer loyalty.

Asklepios Holding B.V. (Aesculaap and Pharmacy4pets) - Acquired in 2024

- Asklepios., also known as Aesculaap, is a veterinary wholesaler that supplies a comprehensive range of veterinary pharmaceutical products available in the Netherlands. The company offers over 4,000 veterinary products, including pharmaceuticals, diagnostics, and disposables for veterinarians. Through its online platform, Pharmacy4pets, it also provides a wide array of over-the-counter medicines and prescription veterinary products directly to consumers. Through its integration with licensed veterinarians, Pharmacy4pets fills prescriptions for conditions like diabetes, arthritis, and heartworm, providing quick and efficient delivery to customers. This ensures that pets with chronic conditions receive the care they need without delays. This acquisition significantly strengthened PSH's position in the veterinary market by adding a robust portfolio of products and services for veterinarians, including selling the prescription medicines as well as expanding its reach in the consumer market through Pharmacy4pets. The integration of Aesculaap supports PSH's broader strategy to provide a one-stop solution for pet care.

3.2 General accounting principles

The financial statements are prepared in accordance with the provisions of Title 9 Book 2 Dutch Civil Code and the Dutch Accounting Standards applicable to small legal entities, as published by the Dutch Accounting Standards Board (Raad voor de Jaarverslaggeving).

Assets and liabilities are generally valued at historical cost, production cost or at fair value. If no specific valuation principle has been stated, valuation is at historical cost.

Income and expenses are allocated to the year to which they relate. Profits are only included insofar as they have been realized on the balance sheet date. Liabilities and possible losses that originate before the end of the reporting year are taken into account if they have become known before the preparation of the annual accounts.

3.2 Accounting principles applied to the valuation of assets and liabilities

Policy of intangible assets

Intangible fixed assets are stated at historical cost less amortization. Allowance is made for any impairment losses expected; a loss qualifies as an impairment loss if the carrying amount of the asset (or of the cash generating unit to which it belongs) exceeds its recoverable amount.

Goodwill represents the excess of the cost of the acquisition of the participating interest (including earn-out and transaction costs directly related to the acquisition) over the Group's interest in the net realizable value of the assets acquired and the liabilities assumed of the acquired entity, less cumulative amortization and impairment losses. Measurement of goodwill of an acquired company (including earn-out) involves the use of estimates for determining the fair value at acquisition date. This mainly relates to the expected profits of the acquired company at the moment of acquisition. The fair value is based on discounted cash flows expected to be received. Goodwill and other intangibles are tested for impairment when an indicator exists that the carrying amounts may not be recoverable. In calculating the value in use, management must estimate the expected enterprise value based on the expected cash flows of the cash generating unit. Goodwill at acquisition of subsidiaries and non-consolidated participations as described here is capitalized and amortized on a straight-line basis over its estimated useful life of no more than 10 years. The Group's policy to amortize the goodwill in more than 5 year is based on the assumption that the acquisitions are expected to be a permanent and integral part of the Group. Internally generated goodwill is not capitalized.

Costs of intangible assets other than those internally generated, including costs of Euronext listing and share issue, are valued at acquisition cost and amortized on a straight-line basis over their estimated future useful lives, with a maximum of 5 years.

Capitalization of an internally generated intangible fixed asset is allowed only if all the Dutch GAAP and the additional internal RHDHV requirements are met. Costs for development, where knowledge is used to achieve new or improved products or processes, are recognized as an asset in the balance. The carrying amount includes the costs of materials, direct employment costs and indirect costs that can be attributed to The asset in a reasonable and consistent manner.

Other development expenditures are recognized as costs in the income statement as incurred. Capitalized development expenditures are carried at cost less any accumulated amortization and impairment losses. Development costs are amortized on a straight-line basis over their estimated future useful lives in 5 years. A legal reserve has been recognized within equity regarding the recognized development costs for the carrying amount.

Expenditure costs for research aimed at obtaining new scientific or technical knowledge are expensed in the income statement when incurred.

Amortization rates:

Incorporation and share issue costs 20%

Goodwill 10%

Research and development costs 20%

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Policy of property and equipment

Land and buildings are valued at purchase cost plus additional costs or production cost less straight-line depreciation based on the expected useful life. Land is not depreciated. Impairments expected on the balance sheet date are taken into account. With regard to the determination as to whether a tangible fixed asset is subject to an impairment, please refer to the relevant section.

Other tangible fixed assets are valued at historical cost or production cost including directly attributable costs, less straight-line depreciation based on the expected future life and impairments.

Subsidies on investments will be deducted from the cost price or production cost of the assets to which the subsidies relate.

For obligations to restore the asset after use (dismantling cost) a provision is recognised for the expected amount at the time of capitalisation. This amount is recognised as part of the carrying amount of the asset against which a provision is recognised for the full amount.

If land was purchased with buildings with the intention to demolish or remove these buildings and to construct new buildings any carrying amount of the buildings and any demolition costs should be included in the acquisition price of the land.

Depreciation is recognized in profit or loss on a straight-line basis over the estimated useful lives of each item of the tangible fixed assets. Land, tangible fixed assets under construction and prepayments on tangible fixed assets are not depreciated. Depreciation starts as soon as the asset is available for its intended use and ends at decommissioning or divestment. PSH determines the depreciable amount without considering a residual value.

The estimated average useful life by category is as follows:

Land: not depreciated

Buildings - real estate: 20 -30 years Other fixed assets: 5 – 10 years

Policy of financial assets

Loans to associates

Receivables recognised under financial fixed assets are initially valued at the fair value less transaction cost (if material). These receivables are subsequently valued at amortised cost. For determining the value, any impairments are taken into account.

Deferred tax assets

Deferred tax assets and liabilities arising from tax loss carryforward indefinitely are calculated using the substantively enacted tax rates expected to apply when they are realized or settled. Deferred tax assets are recognized if it is probable that they will be realized.

Other receivables

Other receivables included under financial fixed assets include loans granted and other receivables, as well as purchased loans that will be held to maturity. These receivables are initially valued at fair value. Subsequently, these loans are valued at amortized cost. If there are any discounts or premiums when loans are granted, these are credited or charged to income as part of the effective interest during the term, respectively. Transaction costs are also included in the initial valuation and charged to income as part of the effective interest rate. Impairment losses are deducted from earnings.

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Policy of inventories

Inventories (stocks) are valued at historical price or production cost based on the FIFO method (first in, first out) or lower realisable value. The historical cost or production cost consist of all costs relating to the acquisition or production and the costs incurred in order to bring the inventories to their current location and current condition. The production cost includes direct labour and fixed and variable production overheads, taking into account the costs of the operations office, the maintenance department and internal logistics.

The realizable value is the estimated sales price less directly attributable sales costs. In determining the realizable value, the obsolescence of the inventories is taken into account.

Policy of receivables

Trade receivables are initially valued at fair value including transaction costs. After initial processing, receivables are valued at amortized cost price. Provisions for bad debts are deducted from the book value of the receivable.

Policy of cash and cash equivalents

The cash is valued at face value. If cash equivalents are not freely disposable, then this has been taken into account in the valuation.

Policy of provisions

Provisions are measured at the best estimate of the amount that is necessary to settle the obligation as per the balance sheet date. Provisions for pension are valued on the basis of actuarial principles. The other provisions are carried at the nominal value of the expenditure that is expected to be necessary in order to settle the obligation, unless stated otherwise.

If obligations are expected to be reimbursed by a third party, such reimbursement is included as an asset in the balance sheet if it is probable that such reimbursement will be received when the obligation is settled.

Policy of non-current liabilities

On initial recognition long-term debts are recognised at fair value. Transaction costs which can be directly attributed to the acquisition of the long-term debts are included in the initial recognition. After initial recognition long-term debts are recognised at the amortised cost price, based at the effective interest rate. The difference between stated book value and the mature redemption value is accounted for as interest cost in the profit and loss account on the basis of the effective interest rate during the estimated term of the long- term debts. Interest expenses related to the convertible bond loan are recognized in the income statement under financial expenses, based on the effective interest rate.

Policy of current liabilities

On initial recognition current liabilities are recognised at fair value. After initial recognition current liabilities are recognised at the amortised cost price, being the amount received taking into account premiums or discounts and minus transaction costs. This is usually the nominal value.

3.3 Accounting principles for the determination of the result

Policy of revenue recognition

General

Net turnover comprises the income from the supply of goods and services and realised income from construction contracts after deduction of discounts and such like and of taxes levied on the turnover.

Other operating income

In other operating income results are recognized which are not directly linked to the supply of goods or services as part of the normal, non-incidental operations. The other operating income comprises of royalty income. Royalty income is recognised on an accrual basis in accordance with the substance of the relevant agreements.

Cost of sales

The cost of sales consists of the cost of goods sold and delivered, consisting of direct use of materials, direct wages and machine costs and other direct and indirect production costs that can be attributed to the production.

Gross margin

The gross operating profit and loss comprises net turnover, the changes in inventories of finished goods and work in progress, work performed by the entity and capitalized, other operating income, cost price and cost of outsourced work and other external charges.

Policy of cost of sales

The cost of sales consists of the cost of goods sold and delivered, consisting of direct use of materials, direct wages and machine costs and other direct and indirect production costs that can be attributed to the production.

Policy of amortisation of intangible assets and depreciation of property, plant and equipment

Intangible fixed assets including goodwill and tangible fixed assets are amortized and depreciated from the date of when they are available for use, based on the estimated economic life / expected future useful life of the asset. Land and investment properties are not depreciated.

Policy of financial income and expenses

Interest income and interest expenses

Interest income and expenses are recognized on a pro rata basis, taking account of the effective interest rate of the assets and liabilities to which they relate. In accounting for interest expenses, the recognized transaction expenses for loans received are taken into consideration.

Currency translation differences

Currency translation differences arising upon the settlement or conversion of monetary items are recognized in the income statement in the period that they are realized, unless hedge accounting is applied.

Dividends

Dividends to be received from participations and securities not carried at net asset value are recognized as soon as Pet Service Holding NV has acquired the right to them.

Changes in value of financial instruments recognized at fair value

Changes in value of financial instruments recognized at current value are taken to the profit and loss account.

Policy of income tax expense

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Tax on the result is calculated based on the result before tax in the income statement, taking account of the losses available for set-off from previous financial years (to the extent that they have not already been included in the deferred tax assets) and exempt profit components and after the addition of non-deductible costs. Due account is also taken of changes which occur in the deferred tax assets and deferred tax liabilities in respect of changes in the applicable tax rate.

(Deferred) tax assets and liabilities are valued in accordance with the (intended) tax return, unless it is unlikely that the tax authorities will agree to this. In that case, the valuation of the uncertain tax position is based on the best estimate of the deviating tax amount compared to the (intended) tax return.

Policy of share in results of participating interests

The result is the amount by which the carrying amount of the participation has changed since the previous financial statements as a result of the earnings achieved by the participation to the extent that this can be attributed to PSH.

4 Notes to the consolidated balance sheet as of 31 December 2024

All amounts in €

ASSETS

Non-current assets

	<u>31-12-2024</u>	<u>31-12-2023</u>
Intangible fixed assets		
Incorporation and share issue costs	143.917	185.036
Research and development costs	479.485	127.688
Goodwill	811.089	643.914
	<u>1.434.491</u>	<u>956.638</u>

Incorporation and share issue

The shares of PSH NV were admitted to trading on Euronext Access+ in Paris. One off listing costs and advisory fees are capitalized and - through straight lining - expensed to the income statement for a period of five years.

	<u>2024</u>	<u>2023</u>
Balance as of 1 January		
Costs	205.596	-
Cumulative impairment losses and amortization	-20.560	-
Book value	<u>185.036</u>	<u>-</u>
 Movement		
Investments	-	205.596
Amortization	-41.119	-20.560
	<u>-41.119</u>	<u>185.036</u>
 Balance as of 31 December		
Costs	205.596	205.596
Cumulative impairment losses and amortization	-61.679	-20.560
Book value	<u>143.917</u>	<u>185.036</u>

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Research and development costs

Balance as of 1 January		
Costs	181.725	177.840
Cumulative impairment losses and amortization	-54.037	-18.939
Book value	<u>127.688</u>	<u>158.901</u>
Movement		
New in consolidation; cost value	2.071.159	-
New in consolidation; cumulative impairments losses and amortization	-1.829.422	3.885
Investments	220.334	
Amortization	-110.273	-35.098
	<u>351.798</u>	<u>-31.213</u>
Balance as of 31 December		
Costs	2.473.218	181.725
Cumulative impairment losses and amortization	-1.993.733	-54.037
Book value	<u>479.485</u>	<u>127.688</u>

a. PetApp software

PetApp is a smartphone application developed to provide pet owners with a convenient platform for accessing pet-related products and services. One of its primary features is the online pet supply store, allowing users to browse and purchase items like food, toys, and accessories directly from their smartphones. Additionally, PetApp offers online access to veterinarians, enabling users to seek professional advice for their pets through the app. This feature provides a reliable resource for ensuring pets receive proper care

b. Web shops and distribution software

The company develops and operates the online sales platforms Dierenapotheek.nl and Drpetcare.de (German marketplace) to sell and distribute pet supplies and over the counter (OCT) veterinary medicines for both routine and specialized care, capitalizing on the growing trend of e-commerce and digital platforms to reach a wider retail customer base. In 2024 the company acquired by the acquisition of Asklepios BV the Pharmacy4pets platform (software and website domains), specific developed product track and trace software applications, and digital portals for supplying as a veterinary wholesaler to veterinarians directly.

These wholesale supplies comprise a comprehensive range of veterinary pharmaceutical products available in the Netherlands. The company offers over 4,000 veterinary products, including pharmaceuticals, diagnostics, and disposables for veterinarians.

The P4P online pharmacy platform serves mainly consumers, making it easier for pet owners to access prescription and non-prescription medications. Also, during 2024 PSH acquired the software and website domains of Dierenapotheek.com, an online veterinary pharmacy.

Research and development cost are amortized over a period of 5 years to the income statement.

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Goodwill

Balance as of 1 January

Costs	991.366	991.366
Cumulative impairment losses and amortization	-347.452	-248.315
Book value	<u>643.914</u>	<u>743.051</u>

Movement

Acquisitions	319.320	-
Amortization	-152.145	-99.137
	<u>167.175</u>	<u>-99.137</u>

Balance as of 31 December

Costs	1.310.686	991.366
Cumulative impairment losses and amortization	-499.597	-347.452
Book value	<u>811.089</u>	<u>643.914</u>

The goodwill accounted from acquisitions in 2024 is calculated in accordance with the purchase price allocation methodology and relates to the acquisitions from Asklepios BV and its subsidiaries and Dierenapotheek.com BV, as wel from the asset deal with van Ree BV.

Goodwill is amortized using the straight-line method with an amortization rate of 10%.

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	<u>31-12-2024</u>	<u>31-12-2023</u>
Tangible fixed assets		
Land and buildings	1.210.114	-
Other fixed operating assets	175.150	42.892
	<u>1.385.264</u>	<u>42.892</u>

Land and buildings serve as security for the mortgage loan provided in conjunction with the acquisition of the shares of Asklepios BV.

Land and buildings are acquired in the acquisition of Asklepios BV and are - in accordance with the purchase price allocation methodology - recognized at fair value when obtaining management control.

	<u>2024</u>	<u>2023</u>
Land and buildings		
Balance as of 1 January		
Purchase value	-	-
Cumulative impairments and depreciation	-	-
Book value	<u>-</u>	<u>-</u>
Movement		
New in consolidation; purchase price	1.407.491	-
New in consolidation; Cumulative impairments and depreciation	-701.189	
Revaluation	581.258	
Depreciation	-77.446	-
	<u>1.210.114</u>	<u>-</u>
Balance as of 31 December		
Purchase value	706.302	-
Revaluation purchase price allocation	581.258	
Cumulative impairments and depreciation	-77.446	-
Book value	<u>1.210.114</u>	<u>-</u>

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	<u>2024</u>	<u>2023</u>
Equipment		
Balance as of 1 January		
Purchase price	81.776	81.877
Cumulative impairments and depreciation	-38.883	-23.608
Book value	<u>42.893</u>	<u>58.269</u>
Movement		
Investments and disposals	197.875	44
Depreciation	-65.618	-15.420
	<u>132.257</u>	<u>-15.376</u>
Balance as of 31 December		
Purchase price	279.651	81.776
Cumulative impairments and depreciation	-104.501	-38.883
Book value	<u>175.150</u>	<u>42.893</u>
Current assets		
	<u>31-12-2024</u>	<u>31-12-2023</u>
Inventories		
Raw materials and consumables	45.485	-
Goods for resale	896.815	110.628
	<u>942.300</u>	<u>110.628</u>
Receivables		
Trade debtors	529.486	6.946
Receivables from group companies (short-term)	1.495	-
Tax receivables	814.531	224.693
Other receivables	135.915	323.660
Prepayments and accrued income	39.695	548.665
	<u>1.521.122</u>	<u>1.103.964</u>
	<u>31-12-2024</u>	<u>31-12-2023</u>
Tax receivables		
Refundable VAT	81.064	-
Payroll tax to be recovered	1.972	-
Refundable corporation income tax	731.495	224.693
	<u>814.531</u>	<u>224.693</u>

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Regarding the total accumulated losses for the period 2022 up to 2024 available for carry forward indefinitely on December 31, 2024, amounting in total 2,765,160, a deferred tax asset has been recognized in respect of which it is probable that profit for tax purposes will be available for set-off is. As of 1 January 2022, the Dutch loss relief rules in the corporate income tax act were amended.

As of 1 January 2022, loss can still be carried back one year but carried forward indefinitely. However, a quantitative restriction will be introduced, because of which the annual loss compensation will be limited to EUR 1 million, increased with 50% of the annual taxable profit exceeding EUR 1 million.

The calculation of the deferred tax assets is based on the tax rates prevailing at the end of the reporting year or the rates applicable in future years, to the extent that they have already been enacted by law. Deferred tax assets are valued at their nominal value. Tax losses forward for the year 2021 to the amount of 596.072 are not accounted for as a deferred tax asset on the balance sheet.

Accounts receivable all have a remaining term to maturity of less than one year, unless stated otherwise.

Cash and cash equivalents

The liquid funds are without any restrictions available.

Group equity

Information can be found in the Notes to the Company only financial statements.

	<u>31-12-2024</u>	<u>31-12-2023</u>
Provisions		
Balance Januari 1	-	-
New in consolidation	68.310	-
Balance December 31	<u>68.310</u>	<u>-</u>

A provision for major maintenance has been created for the future costs of major maintenance to the buildings. The addition to the provision is determined based on the expected amount of the maintenance work and the intervals between the times when major maintenance work is carried out. In 2024 no provision has been determined.

	<u>31-12-2024</u>	<u>31-12-2023</u>
Non-current liabilities		
Debts to banks	975.000	-25.000
Convertible bonds	2.425.400	875.000
Vendor loans	200.000	-
Tax liabilities	136.365	-
Other liabilities	99.409	129.390
	<u>3.836.174</u>	<u>979.390</u>

Disclosure of non-current liabilities

PSH raised €1.0 million through a mortgage loan. The loan was provided in conjunction with the acquisition of Asklepios BV and subsidiaries. The loan is pledged with the land and buildings of Asklepios BV. The loan bears an annual interest of 7% per annum. The maturity date to repay the loan in full is December 31, 2026.

During 2024, 76 non-mandatory convertible bonds were issued which raised € 2.055.000 (as compared to 35 non-mandatory convertible bonds issued in 2023 which raised € 875.000), totaling drawn tranches of convertible bonds in the nominal amount of € 2.805.000 to support the Group's acquisition strategy. During 2024 5 convertible bonds € 125.000 were repaid.

The bonds must be repaid during 2026 (€ 750.000) and 2027 (€ 2.055.000), and bear interests between 7% - 8%. Subject to the admission on the Euronext Growth+ platform 60% of the outstanding bonds will be converted into shares.

No collateralizations have been applied on the bond issues.

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Additional cash inflows of €200,000 from vendor loans were obtained in 2024.

Two Vendor loans of €100,000 each were provided as part of funding the shares acquisitions of Asklepios BV and its subsidiaries. The Vendor loans bear 7% interest per annum and are to be repaid by June 30, 2025. The vendor loans are secured by a mortgage in second ranking on the land and buildings of Asklepios BV.

Tax liabilities relate to the deferred tax payables as accounted under the purchase price allocation of the Asklepios acquisition regarding the fair value step-up accounting of the land and buildings acquired. Other liabilities relate to repayment obligations of received wage cost support received during the Covid-19 epidemic period.

Repayment liabilities within 12 months after the end of the financial year are not included in the below figures but in current liabilities, except for the vendor loans. PSH has not yet finalized talks to extent the term or conditions to convert into shares.

Vendor loans

Balance on 1 January	-	-
SPA financing Asklepios	200.000	-
Balance on 31 December	<u>200.000</u>	<u>-</u>

	<u>31-12-2024</u>	<u>31-12-2023</u>
Current liabilities		
Debts to banks	5.695	-
Trade creditors	1.195.028	251.122
Debt to other affiliated company	-	17.349
Taxes and social securities	285.590	-5.456
Other liabilities	-	2.621
Accruals and deferred income	448.080	206.965
	<u>1.934.393</u>	<u>472.601</u>

Disclosure of operating leases

PSH leases warehouse, distribution and office facilities under operating leases at Wormerveer.

The lease runs for a period of 3 years, with an option to renew the lease after that date. PSH does not have an interest in the residual value of the land and buildings. As a result, it was determined that substantially all the risks and rewards of the land and buildings are with the landlord. The total future lease payments amount € 134.031 up to June 16, 2027 (the renewal date).

5 Notes to the consolidated profit and loss sheet as of 31 December 2024

All amounts in €

	<u>2024</u>	<u>2023</u>
Net turnover		
E-commerce platforms	8.486.735	999.709
Wholesale; veterinarians and pet shops	4.157.438	-
Consultancy	84.823	208.770
	<u>12.728.996</u>	<u>1.208.479</u>

PSH net turnover is generated through the wholesale segments to retailers and veterinarians, and to pet owners directly through the e-commerce platforms amongst others Dierenapotheek.NL, Dierenapotheek.COM, DrPetcare.DE, Pharmacy4pets.NL. The increase in turnover comes from integrations in 2024 for the total amount of € 10.035.507.

Employee expenses		
Wages and salaries	321.951	206.432
Social security charges	121.695	69.619
Pension costs	40.327	20.359
	<u>483.973</u>	<u>296.410</u>

Amortization and depreciation		
Amortization of intangible assets	303.537	154.794
Depreciation on tangible fixed assets	142.872	15.420
	<u>446.409</u>	<u>170.214</u>

Other operating expenses		
Other personnel costs	803.793	171.794
Housing expenses	243.852	36.570
Selling and distribution expenses	1.244.044	238.515
Distribution and delivery expenses	950.429	145.167
Office expenses	197.968	91.908
General expenses	349.355	290.638
	<u>3.789.441</u>	<u>974.592</u>

Other personnel costs		
Management fees PSH and Asklepios	309.481	132.949
Other personnel costs	494.312	38.845
	<u>803.793</u>	<u>171.794</u>

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Remuneration of the Supervisory and Management Board

The remuneration of the members of the Supervisory Board (€ 15.000) and Management Board (€ 164.482) is comprised of a fixed remuneration that is independent from the Group's results.

Mr. Speel of the Supervisory Boards holds 20.000 shares in PSH. The remuneration of Mr. Boemen the CFO of the Management Board is structured on an hourly fixed rate.

No loans, advances or guarantees have been granted to the members of the Supervisory and Management Board.

Income tax expense

The income tax credit results from the recognition of the tax losses carryforwards in the income statement. The effective income tax expense amount € 30,016.

Asklepios Bv forms a fiscal unity for corporate income tax with its Dutch subsidiaries Aesculaap BV and Panacea DM BV, for corporate income tax and VAT purposes. A company and its subsidiaries that are part of these fiscal unities are jointly and severally liable for the tax payable by these fiscal unities.

6 Other disclosures

Average number of employees

	<u>2024</u>	<u>2023</u>
Average number of employees active within the Netherlands	17,7	7

7 Company balance sheet as of 31 December 2024

(After appropriation of results)

All amounts in €

	<u>31 December 2024</u>	<u>31 December 2023</u>
ASSETS		
Non-current assets		
Intangible fixed assets		
Incorporation and share issue costs	143.917	185.036
Research and development costs	93.343	127.688
Goodwill	838.819	643.914
	<u>1.076.079</u>	<u>956.638</u>
Tangible fixed assets		
Other fixed operating assets	43.462	42.700
	<u>43.462</u>	<u>42.700</u>
Financial fixed assets		
Participations in group companies	2.109.642	58.618
Current assets		
Inventories	153.603	110.628
Receivables, prepayments and accrued income		
Receivables from group companies (short-term)	311.784	240.092
Tax receivables	701.500	248.763
Other receivables	107.056	627.939
	<u>1.120.340</u>	<u>1.116.794</u>
Cash and cash equivalents	510.502	126.491
Total assets	<u><u>5.013.628</u></u>	<u><u>2.411.869</u></u>

	<u>31 December 2024</u>	<u>31 December 2023</u>
EQUITY AND LIABILITIES		
Equity		
Share capital	58.862	56.862
Share premium reserve	3.860.331	3.860.331
Legal reserve	682.153	-
Other reserves	-3.547.492	-2.954.003
	<u>1.053.854</u>	<u>963.190</u>
Non-current liabilities		
Debts to banks	975.000	-25.000
Bonds	2.425.400	875.000
Loans from participations in group companies	63.814	132.240
Vendor loans	200.000	-
	<u>3.664.214</u>	<u>982.240</u>
Current liabilities		
Trade creditors	37.966	246.009
Taxes and social securities	31.568	2.667
Accruals and deferred income	226.026	217.763
	<u>295.560</u>	<u>466.439</u>
Total equity and liabilities	<u><u>5.013.628</u></u>	<u><u>2.411.869</u></u>

8 Company profit loss account 2024

All amounts in €

	2024	2023
Net turnover	1.303.498	999.711
Cost of sales	522.545	722.213
Gross margin	780.953	277.498
Operating expenses		
Employee expenses	115.468	153.969
Amortization and depreciation	239.153	169.633
Other operating expenses	871.427	950.719
Operating expenses	1.226.048	1.274.321
Operating result	-445.095	-996.823
Financial income and expenses	28.910	-4.755
Result before tax	-416.185	-1.001.578
Taxes	475.118	-
Result from participating interests	29.731	-12.295
Result after tax	88.664	-1.013.873

9 Accounting principles for valuation and determination of results

General notes

PSH is the legal entity that operates the holding activities as well as the Dierenapotheek.nl and DrPetcare.de activities. For this reason, no abbreviated income statement has been presented.

In 2025 the operational activities will be carved out and managed from a separate legal entity.

General accounting principles

The company financial statements of PSH have been prepared in accordance with the statutory provisions of Part 9, Book 2, of the Dutch Civil Code and the financial reporting requirements as set forth in the Guidelines for Annual Reporting in the Netherlands applicable for small sized entities.

The accounting policies for the PSH company only financial statements and the consolidated financial statements are the same. Participating interests in group companies are accounted for in the company only financial statements according to the equity accounting method based on the net asset value. For details reference is made to the accounting policy for financial fixed assets in the consolidated financial statements.

The share of result of participating interests concerns the share of the profit or loss of these participating interests. Results on transactions involving the transfer of assets and liabilities between the company and its participating interests and mutually between participating interests themselves, are eliminated to the extent that they can be considered as not realized.

For accounting policies for the company balance sheet and income statement, reference is made to the notes to the consolidated balance sheet and income statement.

The number of employees per end of year was 2,8 FTE. All employees are located in the Netherlands.

Accounting principles applied to the valuation of assets and liabilities and income statement

Participations

The net asset value is calculated in accordance with the accounting principles that apply for these financial statements regarding participations in which insufficient data is available for adopting these principles, the valuation principles of the respective participation are applied.

In the event of an impairment loss, valuation takes place at the realizable value.

Loans to associates

Receivables recognized under financial fixed assets are initially valued at the fair value less transaction cost (if material). These receivables are subsequently valued at amortized cost. For determining the value, any impairments are considered.

Deferred tax claims

Deferred income taxes are recognized at nominal value.

Policy of share in results of participating interests

The result is the amount by which the carrying amount of the participation has changed since the previous financial statements because of the earnings achieved by the participation to the extent that this can be attributed to PSH.

10 Notes to the single balance sheet as of 31 December 2024

All amounts in €

	<u>31-12-2024</u>	<u>31-12-2023</u>
Participations		
Balance at 1 January	58.618	71.635
Movements:		
Net asset value at acquisition date	1.342.892	-
PPA land & buildings	444.893	-
PPA research and development pet medicine registrations	129.257	-
Change in net asset value group companies	29.810	-12,295
Provision	103.362	-
Other	889	-722
	<u>2.109.721</u>	<u>58.618</u>

Group companies with a negative net asset value are valued at nil. If PSH fully or partially guarantees the debt of the group company, or has a constructive obligation to enable the group company to pay its debts (for its share therein), a provision is recognised accordingly, and deducted from the intercompany group balance receivable.

	<u>31-12-2024</u>	<u>31-12-2023</u>
Equity		
Share capital	58.862	56.862
Share premium reserve	3.860.331	3.860.331
Legal reserve	682.153	
Other reserve	-3.547.492	-2.954.003
	<u>1.053.854</u>	<u>963.190</u>

	<u>2024</u>	<u>2023</u>
Legal reserve		
Balance at 1 January	-	-
Revaluation building purchase price allocation, capitalized R&D and share issue expenses	682.153	-
Balance at 31 December	<u>682.153</u>	<u>-</u>

	<u>2024</u>	<u>2023</u>
Other reserves		
Balance at 1 January	-2.954.003	1.940.131
Result for the year	88.664	-1.013.872
Legal reserve	-682.153	-
Balance at 31 December	<u>-3.547.492</u>	<u>-2.954.003</u>

The number of shares created at a par value of € 0.02 per share amounts 2,943,096 shares, of which are paid on ordinary share capital € 58,862 and € 3,860,331 on share premium reserve. The Company's statutory share capital amounts € 225,000. There are no shares issued with specific rights.

At the Annual General Meeting held on 28 June 2024, the shareholders approved a proposal by the Supervisory Board to grant Mr. van Veldhoven a bonus of 100,000 newly issued ordinary shares of PSH in recognition of his performance and achievements over the past years. On these issues shares an amount of € 2.000 has been paid-up.

PSH has not implemented any share-based incentive programs. PSH is considering establishing share-based incentive programs in the foreseeable future.

The difference between the equity balances in the company only and consolidated financial statements originates from the accounting of the minority interest in the first-time consolidation of 2021.

At the Annual General Meeting held on 28 June 2024, the shareholders approved the following resolutions:

1. Proposal to extend the authorization of the Board of Directors to repurchase its own shares, subject to the approval of the Supervisory Board, for a period of eighteen months from the General Meeting. This authorization is requested for a total nominal number of shares equal to 10% of the Company's total issued capital on the date of acquisition. Such acquisition may be conducted through all possible agreements, including transactions on the stock exchange as well as private transactions. The share price must be set between two-euro cents (EUR 0.02) and up to 110% of the stock market price of the shares on Euronext Access + Paris. The stock market price is understood to be the average of the closing prices over each of the three trading days preceding the date of acquisition, according to the Official List of Euronext Paris.
2. Extension of the Designation of the Board of Directors as the Authorized Body to Issue Ordinary — subject to the approval of the Supervisory Board—to issue ordinary shares and grant rights to subscribe for ordinary shares for a period of 18 months from the date of the General Meeting of Shareholders. This authority applies to ordinary shares up to an amount equal to twenty percent (20%) of the currently issued capital on the day of issuance, for the purposes of mergers, acquisitions, and/or strengthening of the cash position.

11 Related party transactions

The Company had no related party transactions in its audited annual report 2024.

Other information

Reference to the auditor's opinion

We refer to the 'Audit report of the independent accountant' of The Audit Company included below. This statement has been drawn up in accordance with the applicable standards and provides an opinion on the fairness of the annual accounts.

Provisions of the Articles of Association relating to profit appropriation

Article 25 of the articles of association contains the following regarding the appropriation of profits.

25.1 The board shall determine which part of the profits of the company appearing from the annual accounts shall be added to the company's reserves. The part of the profit remaining shall be at the disposal of the general meeting for distribution on the shares at the proposal of the board.

25.2 The company may distribute profits only if and to the extent that its shareholders equity exceeds the paid and called-up part of the issued capital plus the reserves which must be maintained by virtue of the law or the articles of association.

25.3 Dividends may be paid only after adoption of the annual accounts which show that they are justified.

25.4 Only the amount of the mandatory payments of the nominal value of shares shall be taken into account in the calculation of the amount to be distributed on each share.

25.5 In calculating the amount of any distribution on shares, shares held by the company shall be disregarded, unless such shares are encumbered with a usufruct or right of pledge.

25.6 A distribution shall be payable on such date and, if it concerns a distribution in cash, in such currency or currencies as determined by the board.

25.7 The general meeting may resolve at the proposal of the board that all or part of a distribution, instead of being made in cash, shall be made in the form of shares in the company's capital or in the form of the company's assets.

25.8 A claim for payment of a distribution shall lapse after five years have elapsed per the date the distribution became payable.

25.9 The board may resolve to make interim distributions on shares, provided that an interim statement of assets and liabilities drawn up in accordance with the statutory requirements shows that the requirement of Article 25.2 has been fulfilled, and with observance of (other) applicable statutory provisions.

25.10 The board, or the general meeting at the proposal of the board, may resolve to make distributions from the share premium reserve or other distributable reserves maintained by the company, provided that an interim statement of assets and liabilities drawn up in accordance with the statutory requirements shows that the requirement of Article 25.2 has been fulfilled, and with observance of (other) applicable statutory provisions.

The Board of Directors proposes that the result for the financial year 2024 should be transferred to Other reserves. This proposal has been processed in these financial statements.



INDEPENDENT AUDITOR'S REPORT

To: The shareholders and supervisory board of the Pet Service Holding N.V.

A. Report on the audit of the financial statements 2024 included in the annual report

Our opinion

We have audited the financial statements 2024 of Pet Service Holding N.V. based in de Rijp.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of Pet Service Holding N.V. as at 31 December 2024 and of its result for 2024 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

1. the consolidated and company balance sheet as at 31 December 2024;
2. the consolidated and company profit and loss account for 2024; and
3. the notes comprising a summary of the accounting policies and other explanatory information.

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the 'Our responsibilities for the audit of the financial statements' section of our report.

We are independent of the Pet Service Holding N.V. in accordance with the Wet toezicht accountantsorganisaties (Wta, Audit firms supervision act), the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics).

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

Information in support of our opinion

We designed our audit procedures in the context of our audit of the financial statements as a whole and in forming our opinion thereon. The following information in support of our opinion was addressed in this context, and we do not provide a separate opinion or



conclusion on these matters.

Audit approach fraud risks

We planned our work so as to form an opinion on the financial statements as a whole; we do not express a separate opinion on the matters described below.

We considered fraud risks in planning and performing our audit that could potentially cause a material misstatement. At Pet Service Holding N.V., during our audit work, we considered fraud risk(s) around management influence, completeness of revenue, accuracy of prices, valuation of debtors and corruption.

These issues were raised in discussions with management. We note that Pet Service Holding N.V. has a good internal fraud risk analysis, in which the appropriate fraud risks also receive internal attention from management. In addition to assessing the design and existence of the internal controls around the procurement, sales and personnel process, we performed substantive work to obtain sufficient and appropriate audit evidence.

Among other things, we performed detailed work on the movement of goods, credit notes, purchase and sales receipts. In addition, we applied data analysis to both sales orders and other operating expenses.

We discussed our findings with the management of Pet Service Holding N.V.

For a representation of our responsibilities and those of management surrounding the financial statements and fraud risks, please refer to section C of this report.

These audit work did not lead to findings regarding these risks that necessitated further follow-up. We also refer to what is stated in NV COS 240.5 that due to the inherent limitations of an audit, there is an unavoidable risk that some material misstatements in the financial statements may not be detected, even though the audit is properly planned and in accordance with ISAs executed.

Audit approach going concern

Management has not identified any events or circumstances that may cast reasonable doubt on Pet Service Holding N.V. ability to continue as a going concern.

In order to conclude on the appropriateness of the going concern assumption used by management and to determine whether there are any events or circumstances that may cast



reasonable doubt on Pet Service Holding N.V. ability to continue as a going concern, we performed the following work, among other things:

Evaluation of management's assessment regarding the entity's ability to continue as a going concern.

- We determined that management's assessment includes all relevant information known to us as a result of the audit.
- We assessed the company's current and expected solvency and profitability in absolute and relative terms, and determined that no threats to going concern are to be expected.

Finally, during the audit we were alert to audit evidence regarding events or circumstances that may cast reasonable doubt on Pet Service Holding N.V. ability to continue as a going concern.

The audit procedures described above resulted in sufficient and appropriate audit evidence regarding the appropriateness of the going concern assumption used by management.

B. Report on the other information included in the annual report

The annual report contains other information, in addition to the financial statements and our auditor's report thereon.

The other information consists of:

- the director's report
- other information (as required by Part 9 of Book 2 of the Dutch Civil Code)

Based on the following procedures performed, we conclude that the other information:

- is consistent with the financial statements and does not contain material misstatements;
- contains all the information regarding the management report and the other information as required by Part 9 of Book 2 of the Dutch Civil Code.

We were engaged to read the other information and, based on our knowledge and understanding to be obtained through our audit of the financial statements or otherwise, to consider whether the other information contains material misstatements.

Management is responsible for the preparation of the other information, including the management report in accordance with Part 9 of Book 2 of the Dutch Civil Code and other



information as required by Part 9 of Book 2 of the Dutch Civil Code.

C. Description of responsibilities regarding the financial statements

Responsibilities of management and the supervisory board for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Part 9 of Book 2 of the Dutch Civil Code. Furthermore, management is responsible for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting framework mentioned, management should prepare the financial statements using the going concern basis of accounting, unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

The supervisory board is responsible for overseeing the company's financial reporting process.

Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgement and have maintained professional scepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included among others:



- identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtaining an understanding of internal control relevant to the audit in order to design audit 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;
- evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- concluding on the appropriateness of management's use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern.
- evaluating the overall presentation, structure and content of the financial statements, including the disclosures; and
- evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Because we are ultimately responsible for the opinion, we are also responsible for directing, supervising and performing the group audit. In this respect we have determined the nature and extent of the audit procedures to be carried out for group entities. Decisive were the size and/or the risk profile of the group entities or operations. On this basis, we selected group entities for which an audit or review had to be carried out on the complete set of financial information or specific items.



We communicate with the supervisory board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit.

The Hague, 23 April 2025

The Audit Company

Was signed

D. Beck RA

13.2 Audited consolidated financial statements for the year ended December 31, 2023

PET SERVICE HOLDING NV
AT DE RIJP

Annual Report 2023

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AUDITOR'S REPORT

To the management of
Pet Service Holding NV
De Volger 25
1483 GA De Rijp

Reference

110110

Processed by

DBE

Date

April 30, 2024

Dear management and shareholders,

We hereby send you the report regarding the financial statements for the year 2023 of your company.

1 RESULTS

1.1 Development of income and expenses

The result after taxation for 2023 amounts to negative € 1,020,205 compared to negative € 1,193,946 for 2022. The results for both years can be summarized as follows:

	2023		2022		Difference
	€	%	€	%	€
Net turnover	1,208,479	100.0	1,846,298	100.0	-637,819
Movement of work in progress	-71,732	-5.9	18,827	1.0	-90,559
Cost of sales	715,366	59.2	1,050,715	56.9	-335,349
Gross turnover result	421,381	34.9	814,410	44.1	-393,029
Other operating income	3,172	0.3	-	-	3,172
Gross margin	424,553	35.1	814,410	44.1	-389,857
Expenses					
Employee expenses	468,203	38.7	667,522	36.2	-199,319
Amortisation and depreciation	170,214	14.1	122,771	6.7	47,443
Other operating expenses	662,231	54.8	901,739	48.8	-239,508
	1,300,648	107.6	1,692,032	91.6	-391,384
Operating result	-876,095	-72.5	-877,622	-47.5	1,527
Financial income and expenses	-5,468	-0.5	-7,243	-0.4	1,775
Result from normal operations before tax	-881,563	-73.0	-884,865	-47.9	3,302
Taxes (carry forward)	5,095	0.4	131,439	7.1	-126,344
Result from normal operations after tax	-876,468	-72.5	-753,426	-40.8	-123,042
Extraordinary expenses	-143,737	-11.9	-440,520	-23.9	296,783
Result after tax	-1,020,205	-84.4	-1,193,946	-64.7	173,741

1.2 Net turnover and gross margin

The net turnover decreased by 34.5% to € 1,208,479. The gross operating result decreased by 47.9% to € 421,381.

The gross margin decreased by 47.9% to € 424,553.

1.3 Analysis of the result

The development of the result 2023 compared to 2022 can be analysed as follows:

	2023	
	€	€
<i>The result has been positively influenced by:</i>		
Decrease wages and salaries	106,261	
Decrease social security contributions	16,033	
Decrease management fee	586	
Decrease other labour costs	92,620	
Decrease office expenses	10,814	
Decrease car expenses	11,761	
Decrease selling expenses	237,840	
Decrease interest and similar costs	1,775	
Increase extraordinary result	296,783	
		774,473
<i>The result has been negatively influenced by:</i>		
Decrease gross turnover result	389,857	
Increase pension costs	16,181	
Increase amortization/depreciation intangible fixed assets	46,901	
Increase amortization/depreciation tangible fixed assets	542	
Increase accommodation expenses	1,946	
Increase general expenses	18,961	
Increase taxation on result from normal operations	126,344	
		600,732
Increase result after taxation		173,741

2 FINANCIAL POSITION

The consolidated balance sheet can be summarized as follows:

	12/31/2023	12/31/2022
	€	€
Long term funds:		
Equity	945,851	1,986,010
Third-party share in group equity	-10,474	-8,529
Non-current liabilities	979,390	131,235
	<u>1,914,767</u>	<u>2,108,716</u>
Long term investments:		
Intangible fixed assets	956,639	901,952
Tangible fixed assets	42,893	58,269
Financial fixed assets	36,745	31,650
	<u>1,036,277</u>	<u>991,871</u>
Working capital	<u>878,490</u>	<u>1,116,845</u>
This amount is applied as follows:		
Inventories	110,628	182,360
Receivables, prepayments and accrued income	1,103,963	375,966
Cash and cash equivalents	136,500	694,784
	<u>1,351,091</u>	<u>1,253,110</u>
Debit: Short-term debt	472,601	136,265
Working capital	<u>878,490</u>	<u>1,116,845</u>

3 INDEX NUMBERS

3.1 Earning capacity

By means of the ratios presented below, insight can be gained into the earning capacity of the company.

	2023	2022
Analysis of the revenue <i>Index number (2022=100)</i>	65.45	100.00
Gross margin <i>Gross margin/net turnover</i>	34.87	44.11
Margin net result <i>Net result/net turnover</i>	-84.42	-64.67
Return on assets <i>Operating result / total equity and liabilities</i>	-36.70	-39.09
Return on equity <i>Net result/ equity</i>	-107.86	-60.12

3.2 Liquidity

From the liquidity defined as the ratio of current assets divided by current liabilities it may be deduced to what extent the company can settle its financial liabilities in the short-term. By means of the ratios presented below, insight can be gained into the liquidity of the company. The liquidity reflects the situation on December 31; it is, therefore, a financial snapshot.

	2023	2022
Current ratio <i>Current assets/short-term debt</i>	2.86	9.20
Quick ratio <i>Current assets - inventories/short-term debt</i>	2.62	7.86
Inventory rate of circulation <i>Inventories / cost of turnover * 365 days</i>	56	63
Inventory rate of circulation <i>Inventories / net turnover * 365 days</i>	33	36
Term of payment debtors <i>Debtors / net turnover * 365 days</i>	2	9
Term of payment creditors <i>Creditors / cost of sales * 365 days</i>	128	6

3.3 Solvency

The solvability indicates the extent to which the company will be able to meet its long-term obligations (interest and repayment). The solvency reflects the situation on December 31; it is, therefore, a financial snapshot.

	2023	2022
Solvency		
<i>Equity / balance sheet total</i>	39.18	88.08
Solvency		
<i>Equity / liabilities</i>	64.42	739.25
Solvency		
<i>Liabilities / balance sheet total</i>	60.82	11.92
Interest coverage ratio		
<i>Operating result / interest expenses (balance)</i>	-160.21	-121.15

4 ENGAGEMENT

In accordance with your instructions we have audited the annual account 2023 of your company, including the non-consolidated balance sheet with counts of € 2,387,990, the consolidated balance sheet with counts of € 2,387,368 and the consolidated and non-consolidated profit and loss account with a negative result after taxes of € 1,013,872.

For the audit opinion we refer to the chapter "Other information" on page 58 of this report.

We will gladly provide further explanations upon request.

Sincerely yours,
The Audit Company B.V.


D. Beck RA



30 April 2024

Annual Management report 2023 Pet Service Holding NV

Profile Pet Service Holding

Pet Service Holding NV (hereinafter PSH and formerly Nederlandse Paarden Registratie Maatschappij NV) is active in veterinary services. The Dutch animal care market is worth around €2 billion annually, of which around €1 billion is in animal supplies and food, and around €0.5 billion through the more than 1,200 veterinary practices in the Netherlands. In this market, and in neighbouring countries, PSH aims to play a distinctive role by providing a multitude of products and services in a combined offering to consumers.

PSH is listed on Euronext Access+ Paris with ISICODE: NL0015001HZ9 code: MLPET also listed on the NXchange Amsterdam with ISINCODE: NL0015000408 and currently has three main activities.

Pillar 1 - Online sales of animal feed and medicines

In October 2021, the website Dierenapotheek.nl and the associated German website Drpetcare.nl were acquired. This marked an important step in the development of online sales of pet supplies. The previously acquired high-quality pet food brand, Jachtstinct, can also benefit from the logistics facilities, knowledge of online sales and joint marketing.

Pillar 2 - PetApp

The PetApp is central to making pet-related products and services accessible. It is a clearly designed and functional application for smartphones, which has already been extensively tested and has a base of regular users. The app is free to download and also has ample free functionality to make it attractive. Users can track all kinds of details of their pet in the app. In addition, services and subscriptions can also be purchased from the app, allowing PSH to create further value. The app will eventually encompass PSH's total range of products and will also provide data that will be helpful in expanding the range.

Pillar 3 - Pet tracker

Throughout 2022, PSH spent a lot of time and energy developing a Pet Tracker. Tests by pet owners have been well received, but the investment to be made outweighs any returns. With the current mobile phone capabilities, user expectation and desire are very high and PSH cannot say with certainty that the Lora Network can fill this need. Consequently, it has been decided to discontinue further development and rollout for the time being.

In addition, PSH has a 66% stake in Vitaux BV, a management agency in the veterinary sector engaged in secondment, including of veterinarians, and the organisation of events.

Key figures

To analyze PSH's results, we provide you with the following key data, which are based on the consolidated profit and loss account over 2023.

Profit and loss account	2023	2022
	<u>€</u>	<u>€</u>
Net turnover webshops	999.709	1.371.386
Secondment veterinarians and marketing staff	<u>208.770</u>	<u>474.912</u>
	<u><u>1.208.479</u></u>	<u><u>1.846.298</u></u>
Gross margin 1)	277.496	452.351
Gross margin - %	28%	33%
1) excluding publicity and advertising expenses		
EBITDA		
PSH holding and webshops	-683.453	-745.098
Vitaux	<u>-22.428</u>	<u>10.247</u>
	<u><u>-705.881</u></u>	<u><u>-734.851</u></u>
Balance sheet		
Group equity	945.851	1.986.010
Bonds convertible	<u>875.000</u>	<u>0</u>
	<u><u>1.820.851</u></u>	<u><u>1.986.010</u></u>
Total assets	<u><u>2.393.981</u></u>	<u><u>2.244.981</u></u>

The sales volume in pet products was tempered because we decided to change our e-marketing strategy through cuttings in publicity and Google advertising investments (2023: € 154,792 versus € 270,453 in 2022) and employee expenses. As a result, further operational losses have been stopped, also taken into consideration of higher purchase and freight prices (inflation and supply chain constraints).

As a start-up our cost base to operate our Holding and Euronext Paris listing is now not yet in alignment with the present business portfolio volume. We are confident that our Holding and listing cost base ratio will improve during our scaling up journey. A good step forward will be made - though the acquisition of Asclepios - during 2024 and onwards.

The result in 2023 was strongly affected by extraordinary expenses, although to a lesser extent than in 2022. The actual costs, which were mainly related to the Paris IPO, were almost half as much as in 2022, it was decided to partly capitalize these costs as intangible assets and amortize them over the next five years. The 2023 and 2022 extraordinary costs comprised start-up expenses in 2022 and the Oslo exchange listing.

Outlook

We expect current operations to show strong revenue growth in 2024, partly due to the acquisitions made in early 2024. Cost growth will not keep pace with this, because of which the operating result is expected to improve. One-off costs are expected to be significantly lower than in the year under review. We are making efforts to achieve further increases in scale in the coming years through ongoing acquisitions, because of which PSH will grow into

Message from the Supervisory Board

To the shareholders of Pet Service Holding,

We hereby present the 2023 annual report of Pet Services Holding NV, which includes the report of the Executive Board and the consolidated financial statements of the company. The financial statements have been audited by The Audit Company and provided with an unqualified opinion by it.

We recommend that you approve the financial statements at the annual general meeting of shareholders and charge the result for 2023 to shareholders' equity.

During the financial year, the Board held regular discussions with the Executive Board. Subjects discussed included the course of business, possible acquisitions, strategy, the proposed listing on Euronext Growth Oslo, which listing application was moved to Euronext Access+ Paris in 2023, discussion and application of Corporate Governance, adoption of the 2022 financial statements, renewal of the board's authorisation to repurchase treasury shares and the issuance of €4.9m of convertible bonds to finance its strategy.

As of 30 December 2023, Mr Jo op het Veld stepped down as member of the Executive Board and CFO, as well as Ms Anne Marie Bruist as member of the Supervisory Board.

At the extraordinary general meeting of shareholders held on 30 December 2023, Mr Robert J. Boemen was appointed as member of the Executive Board and CFO. Mr Boemen does not hold any shares or depositary receipts in the Company. The appointment is mainly for the continuation of the current listing on Euronext Acces + Paris and proposed listing on Euronext Growth.

Mr. M.dl.C.C.C. (Conchita) van Rooij

Dr. J. (Jerry) Speel RC

Report of the managing directors

General

PSH made further progress in implementing its strategy in 2023. Some major acquisitions were prepared, including the acquisition of 100% of the shares in Asklepios B.V in Boxtel and of part of the assets and activities of Van Ree Groothandel in dierbenodigdheden (Vn Ree Wholesale of pet supplies) (hereafter Van Ree) in Amsterdam, which acquisitions and takeovers were realised in early 2024. The activities of Van Ree continued in 2024 in a considerably slimmed-down form. The company's acquisition and takeover policy and the associated costs, in particular also for obtaining a listing on Euronext Growth Oslo and subsequently Euronext Access+ Paris, put pressure on profitability in the short term.

Listing

In 2021, PSH share certificates, then still under the name NPRM, were introduced on the trading platform operated by Nxchange. Due to the limited number of certificates available, trading was very thin, and the price was under pressure. Against this background, PSH explored the possibility of obtaining a listing of PSH shares on Euronext Growth Oslo, a multilateral trading facility operated by the Oslo Stock Exchange. We saw such an introduction as a logical follow-up to the Nxchange listing and expected it to increase liquidity and trading opportunities for investors. Unfortunately, in early 2023, Euronext Growth Oslo's rules were changed in such a way that we could not comply without disproportionately higher costs. With respect to this situation, it was decided to move the listing application to Euronext Access+ Paris, where the listing came about in July. These efforts have resulted in high one-off costs in recent years.

Listing on Euronext Access+ Paris did not entail any increase in share capital. Meanwhile, holders of depositary receipts listed on Nxchange have been offered the opportunity to convert their depositary receipts into shares listed on Euronext Access+.

Strategy

The market for the supply of goods and services for the benefit of pets is estimated at €40 billion in Europe and is growing structurally at around 4% per year. At the same time, the market is highly fragmented with only in the field of pet food production a few global players, such as Mars and Nestlé. We expect consolidation in this market in the coming years, and PSH wants to play an important role in that process, thus becoming a significant market player. In our view, the market is ripe for a player with an integrated offering, a cross-border approach and focused on pet owners and veterinary practices.

The company aims for both horizontal and vertical integration, and therefore intends to expand further through acquisitions in the coming years in addition to organic growth. These may include online sellers of pet food, medicines and supplies, but also, for example, wholesalers and drug manufacturers. By offering a broad range of products and services, PSH can distinguish itself from other suppliers, economies of scale are generated, and significant synergy benefits can be realised through joint marketing, greater purchasing power, data management and interaction between the various business units and sales markets, among other things. In time, sufficient critical mass should be achieved to ensure profitable operations.

PSH currently operates mainly in the Netherlands, Belgium and Germany. Expansion will be sought mainly in these countries in the coming period, but in some time other European countries will also be explored, first and foremost France, which now has sales and relationship channels on a modest scale.

To realise this strategy, it was essential to achieve a stock market listing. After a lengthy and complex process, this was successfully established on Euronext Access+ in Paris during the year under review. The stock exchange listing makes it possible to finance acquisitions by issuing shares, an important part of our expansion strategy. In general, we aim to pay the purchase price for acquisitions 80% in shares and 20% in cash. This makes it possible to expand rapidly with a relatively small budget of financial resources and thus build a strong position in this promising market. To strengthen the financing of the strategy rollout, privately convertible bonds for a maximum amount of €4,900,000 were issued at the end of 2023. The bonds have a maturity of 36 months, and the coupon rate is 7% from €25,000 and 8% above €100,000. On the bonds issued in December, €1,550,000 was paid up after the balance sheet date.

Course of business

The market in which PSH operates continued to show sustained growth in 2023. Favourite product categories were slow feeders, diet food and healthy pet snacks, which contribute to the health and well-being of pets. In the UK, there was a noticeable development in sales of pet food supplements, and we expect this trend to spill over to the Netherlands as well. Furthermore, sales of dog and cat toys increased substantially in the Netherlands. In the services sector, in which our 66% stake in Vitaux operates, demand for secondment of veterinarians rose sharply. In 2023, we continued Vitaux's focus on cooperation with Premier Vet Alliance, which, in cooperation with veterinarians, has developed the Pet Care Plan in Europe for pet owners.

Acquisitions and takeovers

In 2023, an agreement in principle was reached and due diligence work was completed for the acquisition of the shares of Asklepios BV and its four subsidiaries. All companies are located at Boxel. The extraordinary meeting of shareholders approved the acquisition at the end of December 2023, and it was completed in early 2024.

Asklepios is the holding company of several companies active in supplying in the veterinary sector to veterinarians, wholesale companies and the online pet pharmacy for consumers Pharmacie4pets.nl. This acquisition has given substance to PSH's growth profile.

Asklepios, through its subsidiaries, has been active in the veterinary market since 1926. The company has been profitable for many years, with results showing an upward trend for some time. In 2023, sales increased from €8.2 million to €9.2 million, with gross operating profit (ebitda) rising from €298,000 to €486,000. Total assets at the end of 2023 were €3.2 million, with intrinsic equity of rounded €1.3 million. Profitability is partly driven by licence revenue from veterinary drug registrations and European trademark rights.

The product range includes almost all veterinary pharmaceutical products available on the Dutch market. Some of these are sold under own brand. Webshops have the option of having Aesculaap take care of the logistical handling of ordered products. Besides being a wholesaler, Aesculaap is also active in supporting veterinarians in their practice management. A fast-growing and profitable

part of Aesculaap is Pharmacy4Pets, an online pharmacy for customers. We see strong potential here for synergy with Dierenapotheek.nl, part of PSH since 2021.

The purchase price for Asklepios business amounted to €1,751,000, of which €200,000 was financed through two vendor loans and a mortgage loan in the amount of €1,000,000 secured by the premises in Boxtel with an area of almost 2,800 sqm, which was acquired as part of the transaction. The rest of the purchase price was paid from the proceeds of the 8% convertible bond issued at the end of 2023.

As the acquisition of Asklepios was effected at the beginning of 2024, it does not affect PSH's consolidated sales, results and cash flow until 2024. Due to comparability, a pro forma condensed profit and loss statement for 2023 and 2022 is therefore included. The pro forma figures have been taken from the consolidated financial statements of Asklepios BV, which have been provided with a composition report by ABAB Accountants.

Pro-forma consolidated and condensed financial statements Asklepios BV

Profit and loss account	2023	2022
	€	€
Net turnover	9.537.613	8.252.452
Cost of sales	6.911.239	5.930.624
Gross margin	2.626.374	2.321.828
Gross margin - %	28%	28%
Other operating income (1)	72.000	108.000
	2.698.374	2.429.828
Employee expenses	722.286	714.740
Other operating expenses (2)	1.490.117	1.416.777
EBITDA	485.971	298.311
Amortization and depreciation	154.203	129.819
Financial income and expenses	23.550	11.216
Result from normal operations before taxes	308.218	157.276
Taxes	49.257	23.369
Result after tax	258.961	133.907

Note (1) sale sublicence marketing authorisation veterinary medicines

Note (2) including selling, marketing and distribution expenses

	31 december 2023 €	31 december 2022 €
Balance sheet		
Assets		
Intangible assets (3)	241.737	227.883
Tangible assets (4)	791.144	824.125
Fixed assets	1.032.881	1.052.008
Current assets	1.205.545	1.172.238
Cash and cash equivalents	988.977	618.873
	<u>3.227.403</u>	<u>2.843.119</u>
Equity and liabilities		
Equity	1.341.697	1.082.738
Non-current liabilities (5)	405.557	532.378
Current liabilities	1.480.149	1.162.557
	<u>3.227.403</u>	<u>2.777.673</u>
Debt-to-equity ratio	42%	39%

Note (3) webshop Pharmacie4Pets.nl and Aesculaap wholesale

Note (4) land and building pledged by mortgage in 2024

Note (5) fully repaid in 2024

At the end of January 2024, PSH acquired part of the assets and business activities of Van Ree Amsterdam with the aim of continuing them in a significantly slimmed-down form. Van Ree B.V. Amsterdam was a wholesaler of pet supplies and food products, OTC veterinary medicines and accessories since 1875. Van Ree also has a cash & carry facility in Amsterdam. It was declared bankrupt at the end of November 2023, from which certain assets and activities were purchased from the estate.

Van Ree (after the relaunch in early 2024 by PSH) offers Retail customers the opportunity to buy the retail product range on the Retail portal. The option of opening Van Ree's cash & carry to customers will also be studied.

PSH Risk Factors

The Group is dependent upon its ability to attract and retain customers.

It is important for PSH's future financial performance that we can attract customers and that existing customers continue to purchase our products and services. Our ability to do so will depend on a range of circumstances, including the ability to successfully implement our strategy. More specifically, our ability to attract and retain customers will depend on the ability to promote PSH and its products and services, our offered range of products and services and the ability to offer competitive prices and favorable shopping terms.

The Group is dependent on its employees.

We are dependent on the knowledge, experience, and commitment of our employees for the PSH's performance and future development, to keep pace with continuing changes in the pet care market, evolving product and industry standards and changing customer preferences. Furthermore, we are dependent on the license of our in-house veterinarians.

Risk related to laws and regulations in general.

Compliance with the complex and changing laws and regulations imposed on our business operations may require significant time, capital and operating expenditure and may impact the way we are able to provide services. As we operate off- and online and pet sales in the EU, we are subject to both national and European Regulation (EU) 2016/679 ("GDPR"). The failure to comply with applicable data protection and privacy regulations could have a material adverse effect on our business operations. Also, we are subject to certain EU legislation which regulates electronic commerce, such as Directive 2003/31/EC (the "e-Commerce Directive"). PSH is also subject to Regulation (EU) 2019/6 the Veterinary Medicinal Products Regulation ("Risks related to veterinary medicinal products"). Existing laws and regulations, or changes in laws and regulations, to which PSH is subject could hinder or delay our operations, increase the operating costs, and/or affect the ability to operate our business in accordance with our objectives and strategy.

Risks related to veterinary medicinal products.

The Veterinary Medicinal Products (VMP) Regulation imposes EU-wide rules relating to approval, prescription, and distribution of VMP. As PSH engages in the supply of VMP, PSH must comply with the Veterinary Medicinal Products Regulation as implemented in the various jurisdictions in which we operate, as well as other laws and regulations applicable to the supply of VMP. The complexity of the regulations may entail a risk of non-compliance.

To become profitable and/or execute the Group's growth strategy, the Group may require additional capital.

PSH may need to raise additional funds in the future to become profitable and/or to execute its growth strategy, which may be obtained either through debt or additional equity financing from existing or new shareholders, or other sources of financing. Adequate sources of capital funding may not be available when needed or may not be available on favorable terms. Our ability to obtain additional required equity or debt financing for its operations on satisfactory terms or at all, will depend in part upon prevailing market conditions as well as the status and conditions of PSH's business, operating results, and future debt levels. If funding is insufficient at any time in the future, we may be unable to take advantage of business opportunities or respond to competitive pressures, as well as develop our business.

Risks related to litigation, disputes, and claims.

The operational risks inherent in our business may expose PSH to, amongst other things, litigation, including product liability litigation, IPR litigation, contractual litigation and tax litigation, other

litigation that arises in the ordinary course of business, as well as other claims and compliance risks.

Such disputes, claims and proceedings are subject to uncertainty, and their outcomes are often difficult to predict. Adverse actions or judgments in litigation could result in sanctions of various types for PSH, including, but not limited to, the payment of fines or damages, the invalidation of contracts and restrictions or limitations on our business operations.

PSH may not be able to successfully implement its strategy.

PSH has a relatively short operating history, and there can be no assurance that we will be able to achieve our objectives and successfully implement the strategy as anticipated, or that the costs related to the implementation of such objectives and strategy will be at expected levels. However, due to the acquisition of Asklepios we have inputted more operating history and predictability. PSP's strategy may also change over time and may be affected by factors beyond the PSP's control, such as, but not limited to, changes in the global economy, inflation, interest rates, recession, and geopolitical tension, which again may influence consumer spending and our ability to invest in the implementation of its strategy.

Although we initiate - to the extent possible - proactive measures and controls, should any of the above, but not limited to, risk factors materialize, this could have a material adverse effect on our business model, reputation, results of operations, financial position, cash flows and/or prospects. To mitigate risk effects, we will continue in improving and investing in risk monitoring and management. In cooperation with the Supervisory Board, in 2024 we will continue to improve our corporate governance.

R. van Veldhoven, CEO

Robert J. Boemen, CFO

Corporate governance

PSH is a public limited company incorporated under Dutch law. Its shares are registered, and each share gives the right to cast one vote at the General Meeting of Shareholders (AGM). In addition, bearer depositary receipts for shares, which are tradable, have been issued with the cooperation of the company. The depositary receipts have the same rights as the shares, except for voting rights. The shares underlying these depositary receipts are held by a trust office, which exercises the voting rights on the relevant shares.

The powers of the **AGM** include:

- appointing, suspending and dismissing supervisory and managing directors.
- determining the number of managing and supervisory directors.
- determining the remuneration of supervisory directors.
- appointing the chairman of the supervisory board.
- adopting the annual accounts.
- limiting or excluding the pre-emptive right when issuing shares.
- discharging the Supervisory Board and the Management Board from liability.
- adopting the profit appropriation.
- determining the policy on the remuneration of directors, and with due observance thereof, the remuneration and other terms of employment of the directors.
- establishing directors' and supervisory directors' fees.
- granting remuneration to supervisory directors.
- amending the company's articles of association.
- approving the transfer of the company to a third party.
- approving a resolution to dissolve the company.
- entering or breaking off certain forms of cooperation; and
- acquiring or disposing of participating interests.

The **supervisory board** supervises the company's policy and general affairs. The board advises the management board and acts in the interests of the company. The board's powers include the following:

- appointing the chairman of the board (CEO).
- to suspend board members.
- determine to subject certain decisions to its approval.
- giving instructions to the board on the general lines of the financial, social and economic policy to be followed and of the personnel policy.

The **Management Board** is charged with managing the company, which means, among other things, that it is responsible for the realisation of the company's objectives, the strategy with the associated risk profile, the development of results and the social aspects of doing business relevant to the company. The Management Board is accountable for this to the Supervisory Board and to the General Meeting of Shareholders. In discharging its role, the Management Board shall be guided by the interests of the company and its affiliated enterprise and shall consider the relevant interests of the company's stakeholders.

The Management Board is responsible for complying with all relevant laws and regulations, for managing the risks associated with the company activities and for financing the company. The board has all powers relating to the company that are not assigned by law or the articles of association to other organs of the company. PSH maintains "Regulations containing principles and best practices for the board" to supplement the rules and regulations applicable to the board under the law or the articles of association. These regulations specify in more detail, among other things, the duties of the board, the method of decision-making and dealing with the supervisory board.

Please refer to our Investors relations page on our website <https://petserviceholding.com> for further information and documentation.

CONSOLIDATED ANNUAL ACCOUNTS 2023

1 CONSOLIDATED BALANCE SHEET AS AT DECEMBER 31, 2023

(after appropriation of results)

		December 31, 2023	December 31, 2022
		€	€
ASSETS			
Fixed assets			
Intangible fixed assets	(1)	956,639	901,952
Tangible fixed assets	(2)	42,893	58,269
Financial fixed assets	(3)	36,745	31,650
		<u>1,036,277</u>	<u>991,871</u>
Current assets			
Inventories	(4)	110,628	182,360
Receivables, prepayments and accrued income	(5)	1,103,963	375,966
Cash and cash equivalents	(6)	136,500	694,784
		<u>1,351,091</u>	<u>1,253,110</u>
		<u>2,387,368</u>	<u>2,244,981</u>

Pet Service Holding NV, De Rijp

		December 31, 2023		December 31, 2022	
		€	€	€	€
LIABILITIES					
Group equity	(7)				
Group equity share of the legal person		945,851		1,986,010	
Third-party share in group equity		<u>-10,474</u>		<u>-8,529</u>	
			935,377		1,977,481
Non-current liabilities			979,390		131,235
Current liabilities	(8)		472,601		136,265
			<u>2,387,368</u>		<u>2,244,981</u>

2 CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR 2023

		2023		2022	
		€	€	€	€
Net turnover	(9,10)	1,208,479		1,846,298	
Movement of inventories of finished goods and work in progress	(11)	-71,732		18,827	
Cost of sales	(12)	715,366		1,050,715	
Gross margin			421,381		814,410
Other operating income	(13)		3,172		-
Expenses					
Employee expenses	(14)	468,203		667,522	
Amortisation and depreciation	(15)	170,214		122,771	
Other operating expenses	(16)	662,231		901,739	
			1,300,648		1,692,032
Operating result			-876,095		-877,622
Financial income and expenses	(17)		-5,468		-7,243
Result from normal operations before tax			-881,563		-884,865
Taxes (carry forward)			5,095		131,439
Result from normal operations after tax			-876,468		-753,426
Extraordinary expenses			-143,737		-440,520
Result after tax			-1,020,205		-1,193,946

3 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

GENERAL

Activities

In the animal care market, Pet Service Holding N.V. intends to play a distinctive role and bundle a number of essential services. The name Pet Service Holding N.V. originated from a general pet app with associated online activities. Based on this, a business plan was written and a funding round was done in 2021. This business plan is an update of that, adapted to the opportunities that arose in 2021 and with a clearer focus. In 2022 the core business of Pet Service Holding N.V. is selling medicines and food for animals through an online webshop.

The activities are:

- The Pet App.

The Pet App is the central hub in making animal-related products and services accessible.

- Online sales

Pet Service Holding N.V. acquired the website dierenapotheek.nl and the associated German website petcare.nl in October 2021.

- The Pet Tracker

During 2021, the pet tracker developed exclusively for Pet Service Holding N.V. was further developed and tested.

Registered office, legal form and registration number at the chamber of commerce

The registered and actual address of Pet Service Holding NV is De Volger 25, 1483 GA in De Rijp of business and is registered at the chamber of commerce under number 70775834.

Group structure

The consolidation includes the financial information of Pet Service Holding NV, its group companies and other entities in which it exercises control or whose central management it conducts. Group companies are entities in which Pet Service Holding NV exercises direct or indirect control based on a shareholding of more than one half of the voting rights, or of which it has the authority to govern otherwise their financial and operating policies. Potential voting rights that can be exercised directly from the balance sheet date are also taken into account.

Group companies and other entities in which Pet Service Holding NV exercises control or whose central management it conducts are consolidated in full. Participating interests in group equity and group result are disclosed separately. Participating interests over which no control can be exercised (associates) are not included in the consolidation.

The Company's interests in joint ventures are accounted for by proportionate consolidation. An entity qualifies as a joint venture if its participants exercise joint control under a collaborative agreement.

Pet Service Holding NV, De Rijp

Intercompany transactions, profits and balances among group companies and other consolidated entities are eliminated, unless these results are realised through transactions with third parties. Unrealised losses on intercompany transactions are also eliminated, unless such a loss qualifies as an impairment. The accounting policies of group companies and other consolidated entities have been changed where necessary, in order to align them to the prevailing group accounting policies.

LIST OF PARTICIPATING INTERESTS

Pet Service Holding N.V. in De Rijp is the head of a group of legal entities. The overview of the data as required in accordance with Articles 2:379 and 2:414 of the Dutch Civil Code is included below:

Name, statutory registered office	Share in issued capital %	Included in consolidation
Veterinair Organisatiebureau Vitaux B.V. Hilversum	66.00	Ja
Van Ree B.V. Amersfoort	100.00	Nee

Veterinair Organisatiebureau Vitaux B.V. of Hilversum qualifies as a joint venture. Control in the partnership firm is exercised jointly with the other partner. The relative share of Pet Service Holding N.V. in the assets, liabilities and result of Veterinair Organisatiebureau Vitaux B.V. is proportionally recognized in the consolidation.

Besides associates, a number of small majority shareholdings that are separately and jointly of negligible importance have been excluded from the consolidation.

Disposal groups that are acquired solely held for disposal are not consolidated. These 'held for disposal' companies are recognised as securities as part of current assets, if, on the date of the acquisition, a sale within a year or within a short period thereafter is probable.

Consolidation principles

Financial information relating to group companies and other legal entities which are controlled by Pet Service Holding NV or where central management is conducted has been consolidated in the annual account of Pet Service Holding N.V. The consolidated annual account have been prepared in accordance with the accounting principles for valuation and result determination of Pet Service Holding NV.

Financial information relating to the group companies and the other legal entities and companies included in the consolidation is fully included in the consolidated annual account, eliminating the intercompany relationships and transactions. Third-party shares in equity and results of group companies are separately disclosed in the consolidated annual accounts.

**GENERAL ACCOUNTING PRINCIPLES FOR THE PREPARATION OF THE
CONSOLIDATED ANNUAL ACCOUNTS**

The financial statements are drawn up in accordance with the provisions of Title 9, Book 2, of the Dutch Civil Code and the Dutch Accounting Standards applicable to small legal entities, as published by the Dutch Accounting Standards Board ('Raad voor de Jaarverslaggeving').

Assets and liabilities are generally valued at historical cost, production cost or at fair value at the time of acquisition. If no specific valuation principle has been stated, valuation is at historical cost. In the balance sheet, income statement and the cash flow statement, references are made to the notes.

Income and expenses are allocated to the year to which they relate. Profits are only included insofar as they have been realized on the balance sheet date. Liabilities and possible losses that originate before the end of the reporting year are taken into account if they have become known before the preparation of the annual accounts.

Comparison with previous year

The valuation principles and method of determining the result are the same as those used in the previous year, with the exception of the changes in accounting policies as set out in the relevant sections.

ACCOUNTING PRINCIPLES APPLIED TO THE VALUATION OF ASSETS AND LIABILITIES

Intangible fixed assets

Intangible fixed assets are presented at cost less accumulated amortisation and, if applicable, less impairments in value. Amortisation is charged as a fixed percentage of cost, as specified in more detail in the notes to the balance sheet. The useful life and the amortisation method are reassessed at the end of each financial year.

With regard to the determination as to whether an intangible fixed asset is subject to an impairment, please refer to note 'Impairment of fixed assets'.

The formation costs and the share issue costs only include amounts to be paid to third parties. The share issue costs are directly debited at the share premium or if and when the share premium is not sufficient, against the other reserves.

The research expenses (or the costs of the research stage of an internal project) are accounted for in the profit and loss account.

The development expenses are accounted for in the profit and loss account, because internal development is not the core business of the company.

Goodwill is the positive difference between the acquisition price and the fair value of the acquired assets less liabilities and provisions of the acquired entity.

Negative goodwill is released in the income statement to the extent that charges and losses occur, if it is taken into account in the allocation of the acquisition and these charges and losses can be measured reliably. If expected charges and losses have not been taken into account, the negative goodwill is released based on the weighted average of the remaining life of the acquired amortisable assets. Insofar as the negative goodwill exceeds the fair value of the non-monetary assets identified, the surplus is recognised directly in the income statement.

Amortisation rates

Asset	%
Incorporation and share issue costs	20
Research and development costs	20
Goodwill	10

Tangible fixed assets

Tangible fixed assets are valued at acquisition or manufacturing cost including directly attributable costs, less straight-line depreciation over the expected future useful life and impairment losses.

Depreciation rates

Asset	%
Equipment	20
Transportation	20

Financial fixed assets

Participations

The net asset value is calculated in accordance with the accounting principles that apply for these financial statements; with regard to participations in which insufficient data is available for adopting these principles, the valuation principles of the respective participation are applied.

In the event of an impairment loss, valuation takes place at the realisable value (see also section "Impairment of fixed assets"); an impairment is recognised and charged to the income statement.

Loans to associates

Receivables recognised under financial fixed assets are initially valued at the fair value less transaction cost (if material). These receivables are subsequently valued at amortised cost. For determining the value, any impairments are taken into account.

Deferred tax claims

Deferred income taxes are recognised at nominal value.

Other receivables

Other receivables included under financial fixed assets include loans granted and other receivables, as well as purchased loans that will be held to maturity. These receivables are initially valued at fair value. Subsequently, these loans are valued at amortized cost. If there are any discounts or premiums when loans are granted, these are credited or charged to income as part of the effective interest during the term, respectively. Transaction costs are also included in the initial valuation and charged to income as part of the effective interest rate. Impairment losses are deducted from earnings.

Inventories

Inventories (stocks) are valued at historical price or production cost based on the FIFO method (first in, first out) or lower realisable value.

The historical cost or production cost consist of all costs relating to the acquisition or production and the costs incurred in order to bring the inventories to their current location and current condition. The production cost includes direct labour and fixed and variable production overheads, taking into account the costs of the operations office, the maintenance department and internal logistics.

The realisable value is the estimated sales price less directly attributable sales costs. In determining the realisable value the obsolescence of the inventories is taken into account.

Cash and cash equivalents

The cash is valued at face value. If cash equivalents are not freely disposable, then this has been taken into account in the valuation.

Third-party share in group equity

The share of third parties in the group equity concerns the minority interest of third parties in the shareholders' equity of consolidated companies.

In the profit and loss account the share of third parties in the result of consolidated companies is deducted from the group result.

Current liabilities

On initial recognition current liabilities are recognised at fair value. After initial recognition current liabilities are recognised at the amortised cost price, being the amount received taking into account premiums or discounts and minus transaction costs. This is usually the nominal value.

ACCOUNTING PRINCIPLES FOR THE DETERMINATION OF THE RESULT

General

The result is the difference between the realisable value of the goods/services provided and the costs and other charges during the year. The results on transactions are recognised in the year in which they are realised.

Revenue recognition

Other operating income

In other operating income results are recognized which are not directly linked to the supply of goods or services as part of the normal, non-incidental operations. The other operating income comprises of royalty income. Royalty income is recognised on an accrual basis in accordance with the substance of the relevant agreements.

Cost of sales

The cost of sales consists of the cost of goods sold and delivered, consisting of direct use of materials, direct wages and machine costs and other direct and indirect production costs that can be attributed to the production.

Gross margin

The gross operating profit and loss comprises net turnover, the changes in inventories of finished goods and work in progress, work performed by the entity and capitalised, other operating income, cost price and cost of outsourced work and other external charges.

Employee benefits

General

Employee costs (wages, salaries, social security contributions, etc.) are presented as a separate item in the income statement. For a specification, reference is made to the relevant note.

Benefits to be paid periodically

The benefits payable to personnel are recorded in the profit and loss account on the basis of the employment conditions.

Government subsidies and government levies

Operating subsidies are recorded as income in the profit and loss account in the year in which the subsidised costs were incurred or income was lost or when there was a subsidised operating deficit. Income is recognised when it is probable that it will be received.

Subsidies related to investments in tangible fixed assets are deducted from the asset to which they relate and recorded in the profit and loss account as part of the amortisation costs.

Financial income and expenses

Interest income and interest expenses

Interest income and expenses are recognised on a pro rata basis, taking account of the effective interest rate of the assets and liabilities to which they relate. In accounting for interest expenses, the recognised transaction expenses for loans received are taken into consideration.

Currency translation differences

Currency translation differences arising upon the settlement or conversion of monetary items are recognised in the income statement in the period that they are realised, unless hedge accounting is applied.

Dividends

Dividends to be received from participations and securities not carried at net asset value are recognised as soon as Pet Service Holding NV has acquired the right to them.

Changes in value of financial instruments recognised at fair value

Changes in value of financial instruments recognised at current value are taken to the profit and loss account.

Taxes

Tax on the result is calculated based on the result before tax in the income statement, taking account of the losses available for set-off from previous financial years (to the extent that they have not already been included in the deferred tax assets) and exempt profit components and after the addition of non-deductible costs. Due account is also taken of changes which occur in the deferred tax assets and deferred tax liabilities in respect of changes in the applicable tax rate.

(Deferred) tax assets and liabilities are valued in accordance with the (intended) tax return, unless it is unlikely that the tax authorities will agree to this. In that case, the valuation of the uncertain tax position is based on the best estimate of the deviating tax amount compared to the (intended) tax return.

Result participating interests

The result is the amount by which the carrying amount of the participation has changed since the previous financial statements as a result of the earnings achieved by the participation to the extent that this can be attributed to Pet Service Holding NV.

4 NOTES TO THE CONSOLIDATED BALANCE SHEET AS OF DECEMBER 31, 2023

ASSETS

FIXED ASSETS

	12/31/2023	12/31/2022
	€	€
1. Intangible fixed assets		
Incorporation and share issue costs	185,036	-
Research and development costs	127,689	158,901
Goodwill	643,914	743,051
	<u>956,639</u>	<u>901,952</u>

	Incorporation and share issue costs	Research and development costs	Goodwill	Total
	€	€	€	€
<i>Carrying amount as of January 1, 2023</i>				
Purchase price	205,596	177,840	991,366	1,374,802
Cumulative depreciation and impairment	-	-18,939	-248,315	-267,254
	<u>205,596</u>	<u>158,901</u>	<u>743,051</u>	<u>1,107,548</u>
<i>Movement</i>				
Investments	-	3,885	-	3,885
Amortization	-20,560	-35,097	-99,137	-154,794
	<u>-20,560</u>	<u>-31,212</u>	<u>-99,137</u>	<u>-150,909</u>
<i>Carrying amount as of December 31, 2023</i>				
Purchase price	205,596	181,725	991,366	1,378,687
Cumulative depreciation and impairment	-20,560	-54,036	-347,452	-422,048
	<u>185,036</u>	<u>127,689</u>	<u>643,914</u>	<u>956,639</u>

Pet Service Holding NV, De Rijp

2. Tangible fixed assets

	Equipment	Transportation	Total
	€	€	€
<i>Carrying amount as of January 1, 2023</i>			
Purchase price	80,536	1,341	81,877
Cumulative depreciation and impairment	-23,512	-96	-23,608
	<u>57,024</u>	<u>1,245</u>	<u>58,269</u>
<i>Movement</i>			
Investments	1,240	-	1,240
Disposals	-	-1,341	-1,341
Depreciation disposal	-	145	145
Depreciation	-15,371	-49	-15,420
	<u>-14,131</u>	<u>-1,245</u>	<u>-15,376</u>
<i>Carrying amount as of December 31, 2023</i>			
Purchase price	81,776	-	81,776
Cumulative depreciation and impairment	-38,883	-	-38,883
Carrying amount as of December 31, 2023	<u>42,893</u>	<u>-</u>	<u>42,893</u>
<i>Depreciation rates</i>			%
Equipment			20
Transportation			20

	12/31/2023	12/31/2022
	€	€
3. Financial fixed assets		
Other receivables	<u>36,745</u>	<u>31,650</u>

CURRENT ASSETS

	12/31/2023	12/31/2022
	€	€
4. Inventories		
Raw materials and consumables	110,628	182,360

Inventories are stated at purchase or manufacturing cost or at a lower market value minus, if applicable, the obsolescence provision.

5. Receivables, prepayments and accrued income

Trade receivables	6,946	47,116
Corporate income tax	224,693	224,693
Other receivables, deferred assets	872,324	104,157
	<u>1,103,963</u>	<u>375,966</u>

Other receivables, deferred assets

Amounts to be received	87,750	60,139
Prepayments and accrued income	784,574	44,018
	<u>872,324</u>	<u>104,157</u>

Prepayments and accrued income

Pre-paid expenses	548,665	44,018
Deferred assets	235,909	-
	<u>784,574</u>	<u>44,018</u>

In the other receivables, deferred assets a prepayment regarding the funding of the acquisition of Asklepios BV and the purchased assets of Van Ree B.V. are included

Pet Service Holding NV, De Rijp

	12/31/2023	12/31/2022
	€	€
6. Cash and cash equivalents		
ABN AMRO Bank N.V.	10,009	18,423
Rabobank	114,232	671,617
MeesPierson	845	844
Paypal	9,199	3,808
Deposit	-	92
Money in transit	2,215	-
	<u>136,500</u>	<u>694,784</u>

EQUITY AND LIABILITIES

7. Group equity

Group equity share of the legal person

Please refer to the notes to the non-consolidated balance sheet on page 49 of this report for an explanation of the equity.

	2023	2022
	€	€
Third-party share in group equity		
Carrying amount as of January 1	-8,529	-13,140
Allocation	-	4,611
Withdrawal	-6,334	-
Movement	4,389	-
Carrying amount as of December 31	-10,474	-8,529
	12/31/2023	12/31/2022
	€	€
Convertible loans		
Convertible loan	875,000	-
		Convertible loan
		€
Funds withdrawn		875,000

The original debt amount is € 875,000. The part of the loan with a term of more than five years amounts to € nihil.

Pet Service Holding NV, De Rijp

	2023	2022
	€	€
<i>Convertible loan</i>		
Carrying amount as of January 1	-	-
Funds withdrawn	875,000	-
Long-term part as at December 31	875,000	-

This € 875,000 loan has been awarded to finance business acquisitions. The repayment takes place at the end of the duration with the option to convert the loan into shares. The duration of the loan is 3 three years. The interest rate is 8%, fixed until the maturity date. As of December 31, 2023 an amount of € - of the loans have a residual term longer than five years. The specific conditions regarding the option of conversion to shares can be found on <https://petserviceholding.com/publications/>.

	12/31/2023	12/31/2022
	€	€
Mortgage loans		
Mortgage loan Boxtel	-25,000	-

8. Current liabilities

Trade creditors	251,122	17,292
Payables to other related parties	17,349	25,834
Taxes and social securities	-5,492	-52,474
Other liabilities	2,621	23,584
Accruals and deferred income	207,001	122,029
	472,601	136,265

5 NOTES TO THE CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR 2023

9. Net turnover

The revenues decreased in 2023 compared to 2022 with 34.5 %.

	2023	2022
	€	€
10. Net turnover		
Net turnover	1,208,479	1,846,298
11. Movement of inventories of finished goods and work in progress		
Movement of finished goods inventories	-71,732	18,827
12. Cost of sales		
Purchase costs	715,366	1,050,715
13. Other operating income		
Other operating income	3,172	-
14. Employee expenses		
Wages and salaries	238,686	344,947
Social security charges	37,365	53,398
Pension costs	20,359	4,178
Management fees	-	586
Other personnel costs	171,793	264,413
	468,203	667,522
<i>Wages and salaries</i>		
Gross wages	197,417	336,598
Movement of holiday bonus liability	9,015	8,349
Subsidy received	32,254	-
	238,686	344,947

Staff

During 2023, 7 employees were employed on a full-time basis (2022: 11).

Pet Service Holding NV, De Rijp

	2023	2022
	€	€
15. Amortisation and depreciation		
Intangible fixed assets	154,794	107,893
Tangible fixed assets	15,420	14,878
	<u>170,214</u>	<u>122,771</u>
<i>Amortisation of intangible fixed assets</i>		
Incorporation and share issue costs	20,560	-
Research and development costs	35,097	8,757
Goodwill	99,137	99,136
	<u>154,794</u>	<u>107,893</u>
	<u>154,794</u>	<u>107,893</u>
<i>Depreciation of tangible fixed assets</i>		
Equipment	15,371	14,782
Transportation	49	96
	<u>15,420</u>	<u>14,878</u>
16. Other operating expenses		
Accommodation expenses	36,270	34,324
Office expenses	-	10,814
Car expenses	1,722	13,483
Selling and distribution expenses	382,260	620,100
General expenses	241,979	223,018
	<u>662,231</u>	<u>901,739</u>
17. Financial income and expenses		
Interest and similar expenses	<u>-5,468</u>	<u>-7,243</u>

COMPANY ANNUAL ACCOUNTS 2023

Balance sheet as at December 31, 2023

Non-consolidated profit & loss account from 2023

General accounting principles for the preparation of the financial statements

Notes to the non-consolidated balance sheet as of December 31, 2023

Notes to the non-consolidated profit & loss account from 2023

Other disclosures

Pet Service Holding NV, De Rijp

6 COMPANY BALANCE SHEET AS AT DECEMBER 31, 2023

(after appropriation of results)

		December 31, 2023		December 31, 2022	
		€	€	€	€
ASSETS					
Fixed assets					
Intangible fixed assets		956,639		901,952	
Tangible fixed assets	(18)	42,701		56,300	
Financial fixed assets	(19)	58,618		71,635	
			1,057,958		1,029,887
Current assets					
Inventories		110,628		182,360	
Receivables, prepayments and accrued income	(20)	1,092,913		299,885	
Cash and cash equivalents	(21)	126,491		676,269	
			1,330,032		1,158,514
			<u>2,387,990</u>		<u>2,188,401</u>

Pet Service Holding NV, De Rijp

2,387,990	2,188,401
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7 COMPANY PROFIT AND LOSS ACCOUNT OVER 2023

		2023		2022	
		€	€	€	€
Net turnover	(25,26)	999,709		1,371,386	
Movement of inventories of finished goods and work in progress		-71,732		19,797	
Cost of sales		650,481		938,832	
Gross margin			277,496		452,351
Expenses					
Employee expenses	(27)	315,054		375,005	
Amortisation and depreciation	(28)	169,633		121,681	
Other operating expenses	(29)	645,895		842,444	
			1,130,582		1,339,130
Operating result			-853,086		-886,779
Financial income and expenses	(30)		-4,754		-5,257
Result from normal operations before tax			-857,840		-892,036
Taxes (carry forward)			-		125,050
			-857,840		-766,986
Result participating interests	(31)		-12,295		8,950
Result from normal operations after tax			-870,135		-758,036
Extraordinary expenses	(32)		-143,737		-440,520
Result after tax			-1,013,872		-1,198,556

8 GENERAL ACCOUNTING PRINCIPLES FOR THE PREPARATION OF THE FINANCIAL STATEMENTS

The company annual account have been prepared in accordance with Title 9 Book 2 of the Netherlands Civil Code.

For the general principles for the preparation of the annual account, the principles for valuation of assets and liabilities and determination of the result, as well as for the notes to the specific assets and liabilities and the results, reference is made to the notes to the consolidated annual account, if there is no further explanation provided.

Financial fixed assets

Participating interests in group companies where extensive influence is exerted on business and financial policies are valued based on the net capital value that is, however, not lower than zero. This net capital value is calculated based on the principles of Pet Service Holding NV.

Participating interests with a negative net capital value are valued at zero. When the company guarantees (wholly or partially) debts of the participating interest concerned, a provision is created primarily at the expense of claims against this participating interest and for the remainder under the provisions of the remaining part in the losses of the participating interest or the expected payments by the company on behalf of these participating interests.

9 NOTES TO THE COMPANY BALANCE SHEET AS OF DECEMBER 31, 2023

ASSETS

FIXED ASSETS

The intangible fixed assets have an estimated financial lifecycle of 5 years. The straight-line depreciation method is applied during the financial lifecycle of the intangible fixed assets. The depreciation are accounted for in the Intangible fixed asset depreciation entry in the consolidated profit and loss account. The intangible fixed assets do not include an active asset that is of major significance to the company.

	12/31/2023	12/31/2022
	€	€
18. Tangible fixed assets		
Equipment	42,701	56,300
		Equipment
		€
<i>Carrying amount as of January 1, 2023</i>		
Purchase price		73,318
Cumulative depreciation and impairment		-17,018
		56,300
<i>Movement</i>		
Investments		1,240
Depreciation		-14,839
		-13,599
<i>Carrying amount as of December 31, 2023</i>		
Purchase price		74,558
Cumulative depreciation and impairment		-31,857
Carrying amount as of December 31, 2023		42,701

Depreciation rates

	%
Equipment	20

19. Financial fixed assets

Participations in group companies

	2023	2022
	€	€
<i>Veterinair Organisatiebureau Vitaux B.V.</i>		
Carrying amount as of January 1	30,746	22,685
Investments	-	8,950
Adjustment previous years	992	-
Share in result	-12,295	-
Carrying amount as of December 31	<u>19,443</u>	<u>31,635</u>
 <i>Van Ree B.V.</i>		
Carrying amount as of January 1	40,000	40,000
Adjustment previous years	-825	-
Carrying amount as of December 31	<u>39,175</u>	<u>40,000</u>

CURRENT ASSETS

	12/31/2023	12/31/2022
	€	€
20. Receivables, prepayments and accrued income		
Receivables from group companies	4,183	-
Corporate income tax	224,693	224,693
Other receivables, deferred assets	864,037	75,192
	<u>1,092,913</u>	<u>299,885</u>

Current deferred tax assets are included in the corporate income tax receivable.

Receivables from group companies

Veterinair Organisatiebureau Vitaux B.V.	4,183	-
--	-------	---

	Par value	Provision	Balance sheet as of 12/31/2023	Balance sheet as of 12/31/2022
	€	€	€	€
Veterinair Organisatiebureau Vitaux B.V.	4,183	-	4,183	-

	12/31/2023	12/31/2022
	€	€
Other receivables, deferred assets		
Amounts to be received	79,670	54,394
Prepayments and accrued income	784,367	20,798
	<u>864,037</u>	<u>75,192</u>

Prepayments and accrued income

Pre-paid expenses	548,458	20,798
Deferred assets	235,909	-
	<u>784,367</u>	<u>20,798</u>

Pet Service Holding NV, De Rijp

In the other receivables, deferred assets a prepayment regarding the funding of the acquisition of Asklepios BV and the purchased assets of Van Ree B.V. are included

	12/31/2023	12/31/2022
	€	€
21. Cash and cash equivalents		
Rabobank	114,232	671,617
MeesPierson	845	844
Paypal	9,199	3,808
Money in transit	2,215	-
	<u>126,491</u>	<u>676,269</u>

EQUITY AND LIABILITIES

22. Equity

	12/31/2023	12/31/2022
	€	€
Issued share capital		
Subscribed and paid up 2,250,000 ordinary shares at par value € 0.02	56,862	56,862
The statutory share capital amounts to € 225,000.		
	2023	2022
	€	€
Share premium reserve		
Carrying amount as of January 1	3,860,331	3,860,331
Carrying amount as of December 31	3,860,331	3,860,331
Other reserves		
Carrying amount as of January 1	-1,940,131	-741,576
	-1,940,131	-741,576
Allocation of financial year net result	-1,013,872	-1,198,556
	-2,954,003	-1,940,132
Carrying amount as of December 31	-2,954,003	-1,940,132

23. Non-current liabilities

	12/31/2023	12/31/2022
	€	€
Convertible loans		
Convertible loan	875,000	-
		Convertible loan
		€
Funds withdrawn		875,000

The original debt amount is € 875,000. The part of the loan with a term of more than five years amounts to € nihil.

	12/31/2023	12/31/2022
	€	€
Mortgage loans		
Mortgage loan Boxtel	-25,000	-
	2023	2022
	€	€
<i>Mortgage loan Boxtel</i>		
Carrying amount as of January 1	-	-
Funds withdrawn	-25,000	-
Long-term part as at December 31	-25,000	-

	12/31/2023	12/31/2022
	€	€
Loans from group companies		
Vitaux	108,240	120,240

24. Current liabilities

	12/31/2023	12/31/2022
	€	€
Repayment obligation long-term debt		
Intercompany debt	24,000	24,000
Trade creditors		
Creditors	246,009	17,291
Taxes and social securities		
VAT	-24,070	-73,224
Pay-roll tax	2,667	2,687
Pension premiums	13,254	-
	-8,149	-70,537
Other liabilities and Accruals and deferred income		
Other liabilities	189	1,053
Accruals and deferred income	204,511	119,293
	204,700	120,346

10 NOTES TO THE COMPANY PROFIT AND LOSS ACCOUNT 2023

25. Net turnover

The project revenues decreased in 2023 compared to 2022 with 33.3%.

	2023	2022
	€	€
26. Net turnover		
Net turnover	999,709	1,371,386
27. Employee expenses		
Wages and salaries	120,050	98,575
Social security charges	20,157	18,001
Pension costs	13,762	-
Other personnel costs	161,085	258,429
	315,054	375,005
<i>Wages and salaries</i>		
Gross wages	111,859	90,458
Movement of holiday bonus liability	9,198	8,117
Subsidy received	-1,007	-
	120,050	98,575
<i>Social security charges</i>		
Industrial insurance board	20,157	18,001
<i>Pension costs</i>		
Pension costs	13,762	-

Pet Service Holding NV, De Rijp

	2023	2022
	€	€
<i>Other personnel costs</i>		
Travelling expenses	6,089	3,320
Canteen costs	904	999
Work wear	-	343
Other labour costs	558	-
Management Fee	132,948	235,611
Work by third parties	20,586	18,156
	<u>161,085</u>	<u>258,429</u>
	<u>161,085</u>	<u>258,429</u>

Staff

During 2023, 4 employees were employed on a full-time basis (2022: 4).

The breakdown is as follows:

2023	2022
<u>4</u>	<u>4</u>

28. Amortisation and depreciation

	2023	2022
	€	€
Intangible fixed assets		
Tangible fixed assets		
	154,794	107,893
<i>Amortisation of intangible fixed assets</i>	<u>14,839</u>	<u>13,788</u>
Incorporation and share issue costs	<u>169,633</u>	<u>121,681</u>
Research and development costs		
Goodwill		
	20,560	-
Totaal	35,097	8,757
<i>Depreciation of tangible fixed assets</i>	<u>99,137</u>	<u>99,136</u>
Equipment	<u>154,794</u>	<u>107,893</u>
	<u>14,839</u>	<u>13,788</u>

Pet Service Holding NV, De Rijp

	2023	2022
	€	€
29. Other operating expenses		
Accommodation expenses	33,420	23,538
Car expenses	301	-
Selling and distribution expenses	380,767	616,285
General expenses	231,407	202,621
	<u>645,895</u>	<u>842,444</u>
<i>Accommodation expenses</i>		
Rent buildings	30,968	21,373
Tax and business expenses	778	761
Cleaning costs	1,020	954
Other accommodation expenses	654	450
	<u>33,420</u>	<u>23,538</u>
<i>Car expenses</i>		
Car renting	<u>301</u>	<u>-</u>
<i>Selling and distribution expenses</i>		
Publicity and advertisement	154,792	270,453
Representation costs	13,128	5,208
Business gifts	536	829
Travelling expenses	4,196	7,172
Shop costs, packing charges and exhibition costs	5,511	12,447
Website costs	16,665	1,068
Credit card charges	23,792	36,930
Transportation costs	143,746	266,368
Other cost of sales	18,401	15,810
	<u>380,767</u>	<u>616,285</u>
<i>General expenses</i>		
Accounting costs	63,079	37,560
Consultancy fees	75,925	83,329
Insurance	4,986	732
Maintenance department Inventories	147	-
Office requirements	68,464	68,170
Contributions	17,977	12,416
Other general expenses	829	414
	<u>231,407</u>	<u>202,621</u>

Pet Service Holding NV, De Rijp

	2023	2022
	€	€
30. Financial income and expenses		
Interest and similar expenses	-4,754	-5,257
31. Result participating interests		
Share in result of participations	-12,295	8,950
Extraordinary result		
<i>32. Extraordinary expenses</i>		
Extraordinary expenses	-143,737	-440,520
Transactions with related parties		

11 OTHER DISCLOSURE

Recognition of the loss for 2023

The board of directors proposes to add the 2023 result to the other reserves for an amount of € 1,013,872. The General Meeting of Shareholders will be asked to approve the appropriation of the 2023 result, this proposition is already recognised in the financial statements.

Signing of the financial statements

Adoption of the financial statements

The consolidated and separate financial statements are created and adopted by the management respectively the General Meeting.

De Rijp, April 30, 2024

R. Van Veldhoven

OTHER INFORMATION

OTHER INFORMATION

1 Provisions of the Articles of Association relating to profit appropriation

Based on the statutes the result is at disposal of the General Meeting.

2 Special provision in the articles of association

A list of the names of the shareholders of priority shares is available for inspection at the offices of your company and at the Trade registry. The overview is also available during the General Meeting where the annual account and the annual report for 2023 are discussed.

The Priority Shareholders Meeting decides on:

- 1 the number of members of the management board and the supervisory directors board;
- 2 remuneration of every member of the supervisory directors board.

Resolution or approval of the Priority Shareholders Meeting is required because of:

- 3 shares issue;
- 4 purchase or disposal of shares in own capital;
- 5 mutation of the statutes or dissolution of your company.

3 Appropriation of the result for the 2022 financial year

The annual account for 2022 was adopted by the General Meeting. The General Meeting has determined the appropriation of the result as it was proposed.

4 Recognition of the loss for 2023

The board of directors proposes to add the 2023 result to the other reserves for an amount of € 1,013,872. The General Meeting of Shareholders will be asked to approve the appropriation of the 2023 result, this proposition is already recognised in the financial statements.



INDEPENDENT AUDITOR'S REPORT

To: The shareholders and supervisory board of the Pet Service Holding N.V.

A. Report on the audit of the financial statements 2023 included in the annual report

Our opinion

We have audited the financial statements 2023 of Pet Service Holding N.V. based in de Rijp.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of Pet Service Holding N.V. as at 31 December 2023 and of its result for 2023 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

1. the consolidated and company balance sheet as at 31 December 2023;
2. the consolidated and company profit and loss account for 2023; and
3. the notes comprising a summary of the accounting policies and other explanatory information.

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the 'Our responsibilities for the audit of the financial statements' section of our report.

We are independent of the Pet Service Holding N.V. in accordance with the Wet toezicht accountantsorganisaties (Wta, Audit firms supervision act), the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics).

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

Information in support of our opinion

We designed our audit procedures in the context of our audit of the financial statements as a whole and in forming our opinion thereon. The following information in support of our opinion was addressed in this context, and we do not provide a separate opinion or conclusion on these matters.

Oude Middenweg 17
2491 AC The Hague
The Netherlands

Randstad 21-35
1314 BG Almere
The Netherlands



Audit approach fraud risks

We planned our work so as to form an opinion on the financial statements as a whole; we do not express a separate opinion on the matters described below.

We considered fraud risks in planning and performing our audit that could potentially cause a material misstatement. At Pet Service Holding N.V., during our audit work, we considered fraud risk(s) around management influence, completeness of revenue, accuracy of prices, valuation of debtors and corruption.

These issues were raised in discussions with management. We note that Pet Service Holding N.V. has a good internal fraud risk analysis, in which the appropriate fraud risks also receive internal attention from management. In addition to assessing the design and existence of the internal controls around the procurement, sales and personnel process, we performed substantive work to obtain sufficient and appropriate audit evidence.

Among other things, we performed detailed work on the movement of goods, credit notes, purchase and sales receipts. In addition, we applied data analysis to both sales orders and other operating expenses.

We discussed our findings with the management of Pet Service Holding N.V.

For a representation of our responsibilities and those of management surrounding the financial statements and fraud risks, please refer to section C of this report.

These audit work did not lead to findings regarding these risks that necessitated further follow-up. We also refer to what is stated in NV COS 240.5 that due to the inherent limitations of an audit, there is an unavoidable risk that some material misstatements in the financial statements may not be detected, even though the audit is properly planned and in accordance with ISAs executed.

Audit approach going concern

Management has not identified any events or circumstances that may cast reasonable doubt on Pet Service Holding N.V. ability to continue as a going concern.

In order to conclude on the appropriateness of the going concern assumption used by management and to determine whether there are any events or circumstances that may cast reasonable doubt on Pet Service Holding N.V. ability to continue as a going concern, we performed the following work, among other things:

Evaluation of management's assessment regarding the entity's ability to continue as a going concern.

- We determined that management's assessment includes all relevant information known to us as a result of the audit.



- We assessed the company's current and expected solvency and profitability in absolute and relative terms, and determined that no threats to going concern are to be expected.

Finally, during the audit we were alert to audit evidence regarding events or circumstances that may cast reasonable doubt on Pet Service Holding N.V. ability to continue as a going concern.

The audit procedures described above resulted in sufficient and appropriate audit evidence regarding the appropriateness of the going concern assumption used by management.

B. Report on the other information included in the annual report

In addition to the financial statements and our auditor's report thereon, the annual report contains solely other information as required by Part 9 of Book 2 of the Dutch Civil Code.

Based on the following procedures performed, we conclude that the other information contains a material misstatement:

- Notwithstanding Part 9 of Book 2 of the Dutch Civil Code the management report is missing. Therefore, we do not express an opinion on the management report.

Except for the possible effects of the previous matter, we conclude that the other information:

- is consistent with the financial statements and does not contain material misstatements;
- contains all the information regarding the management report and the other information as required by Part 9 of Book 2 of the Dutch Civil Code.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements.

By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

Management is responsible for the preparation of the management report in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information as required by Part 9 of Book 2 of the Dutch Civil Code.



C. Description of responsibilities regarding the financial statements

Responsibilities of management and the supervisory board for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Part 9 of Book 2 of the Dutch Civil Code. Furthermore, management is responsible for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting framework mentioned, management should prepare the financial statements using the going concern basis of accounting, unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

The supervisory board is responsible for overseeing the company's financial reporting process.

Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgement and have maintained professional scepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included among others:

- identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;



- obtaining an understanding of internal control relevant to the audit in order to design audit 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;
- evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- concluding on the appropriateness of management's use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern.
- evaluating the overall presentation, structure and content of the financial statements, including the disclosures; and
- evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Because we are ultimately responsible for the opinion, we are also responsible for directing, supervising and performing the group audit. In this respect we have determined the nature and extent of the audit procedures to be carried out for group entities. Decisive were the size and/or the risk profile of the group entities or operations. On this basis, we selected group entities for which an audit or review had to be carried out on the complete set of financial information or specific items.

We communicate with the supervisory board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit.

The Hague, 30 April 2024

The Audit Company

A handwritten signature in blue ink, appearing to read 'D. Beck RA', is written over a faint, circular, stylized logo or watermark.

D. Beck RA

13.3 Financial calendar

The Company has informed market participants of the upcoming events:

- 2025 First Half Revenue: July 31, 2025
- 2025 First Half Results: September 30, 2025

13.4 Dividend distribution policy

The Company intends to retain any future profits for the foreseeable future to expand the growth and development of the Company's business, and, therefore, does not anticipate paying dividends to its shareholders in the foreseeable future.

The ability and intention of the Company to pay dividends in the future will depend on its financial position, results of operations, outlook, financial covenant requirements, investment alternatives, the existence of distributable reserves, available liquidity, market developments, industry peers and other factors that the Supervisory Board and the Management Board may deem relevant.

The Company has not paid any dividends in the last three financial years.

13.5 Legal and arbitration proceedings

The Company confirms that it is not currently involved in any legal or arbitration proceedings, whether as a claimant or defendant, that could have a material impact on its financial position or operational results. Furthermore, to the best of the Company's knowledge, there are no pending or threatened legal actions or claims that might significantly affect its business.



14 ADDITIONAL INFORMATION

14.1 Share capital and other financial instruments

At the date of the Information Document, The Company's number of shares created at a par value of € 0.02 per share amounts 2,943,096 shares, of which are paid on ordinary share capital € 58,862 and € 3,860,331 on share premium reserve. The Company's statutory share capital amounts € 225,000. There are no shares issued with specific rights.

The Company has issued a convertible bond in November 2023 and raised a total of 2,805,000 euros. The bonds bear interests between 7% - 8% and the maturity date is in two tranches, the first on 31 December 2026 and the second on 31 December 2027. The bonds could be repaid either in cash or in share of Pet Service Holding N.V.

14.2 History of share capital

The table below shows the development in the Company's share capital from the date of incorporation to the date of the Information Document.

Date of the Operation (Deed)	Increase	Number of Shares Created or Cancelled	Nominal Value (EUR)	Amount of Share Premium (EUR)	Amount of the Operation (EUR)	New Share Capital (EUR)	Number of Shares After Increase	Subscription Price per Share (EUR)
13 Apr-18	Incorporation	2 250 000	0.02	0	45 000	45 000	2 250 000	0.02
2 Feb-21	New issue	266 267	0.02	2.98	798 801	50 325.34	2 516 267	3.00
4 May-21	New issue	326 829	0.02	9.38	3 065 656	56 861.92	2 843 096	9.40
10 Oct-24	New issue	100 000	0.02	0	2 000	58 861.92	2 943 096	0.02



14.3 Share-based incentive programs.

As of the date of this Information Document, the Company has not implemented any share-based incentive programs. The Company is considering to establish share-based incentive programs in the foreseeable future.

14.4 Authorized share capital

The Company's statutory share capital amounts € 225,000. At the Annual General Meeting held on 28 June 2024, the shareholders approved the following resolutions:

Resolution 5. Authorization of the Board of Directors to Repurchase Own Shares

Proposal to extend the authorization of the Board of Directors to repurchase its own shares, subject to the approval of the Supervisory Board, for a period of eighteen months from the General Meeting. This authorization is requested for a total nominal number of shares equal to 10% of the Company's total issued capital on the date of acquisition. Such acquisition may be conducted through all possible agreements, including transactions on the stock exchange as well as private transactions. The share price must be set between two euro cents (EUR 0.02) and up to 110% of the stock market price of the shares on Euronext Access + Paris. The stock market price is understood to be the average of the closing prices over each of the three trading days preceding the date of acquisition, according to the Official List of Euronext Paris.

Resolution 6. Authority to Issue Shares and Grant Rights

Extension of the Designation of the Board of Directors as the Authorized Body to Issue Ordinary Shares

It is proposed to extend the current designation of the Board of Directors as the authorized body—subject to the approval of the Supervisory Board—to issue ordinary shares and grant rights to subscribe for ordinary shares for a period of 18 months from the date of the General Meeting of Shareholders. This authority applies to ordinary shares up to an amount equal to twenty percent (20%) of the currently issued capital on the day of issuance, for the purposes of mergers, acquisitions, and/or strengthening of the cash position.

Extension of the Designation of the Board of Directors as the Authorized Body to Limit or Exclude Pre-emptive Rights upon the Issuance of Ordinary Shares



It is proposed to extend the designation of the Board of Directors as the authorized body—subject to the approval of the Supervisory Board—to limit or exclude the pre-emptive right upon the issuance of ordinary shares, including the granting of rights to subscribe for ordinary shares, for a period of 18 months from the date of the General Meeting of Shareholders. This authority applies to ordinary shares up to an amount equal to ten percent (10%) of the currently issued capital on the day of issuance, for the purposes of mergers, acquisitions, and/or strengthening of the cash position.

Extension of the authorisation of the Board of Management to repurchase own shares for a period of eighteen months from the date of the General Meeting up to a total maximum of 10% of the issued capital, provided that for each repurchase of each number of shares up to that maximum approval is given by the Supervisory Board of the Company, and for a price per share between the nominal amount per share on the one hand and 110% of the price of the shares on the Paris stock exchange on the other hand. The Paris stock exchange price shall be understood to mean the average of the closing prices according to the Official List of Euronext Paris on each of the three trading days preceding the date of acquisition, with due observance of the provisions in the articles of association of the Company.



15 IMPORTANT CONTRACTS

The Company has not entered into any significant contracts other than those entered into in the normal course of business.

16 OTHER ADDITIONAL INFORMATION

16.1 Advisers connected with the transaction

Not applicable.

16.2 Other information verified by the statutory auditor

Not applicable.

16.3 Expert's report

Not applicable.

16.4 Information contained in the Information Document from a third-party

Not applicable.

17 DOCUMENT ACCESSIBLE TO THE PUBLIC

Copies of this Information Document are available free of charge from the Company's registered office at Samsonweg 2, 1521 RC Wormerveer, The Netherlands and in electronic form on the Euronext website (www.euronext.com) and on the Company's website (www.petserviceholding.com).

The Company's articles of association, minutes of general meetings and other corporate documents, as well as historical financial information and any valuation or statement drawn up by an expert at the Company's request, which must be made available to shareholders in accordance with legal and regulatory provisions, may be consulted free of charge at the Company's registered office.

As from the admission of the Company's shares to trading on the Euronext Growth market, periodic and ongoing information will be available on the Company's website (www.petserviceholding.com). The Company does not intend to publish quarterly information.



SECTION 2: DESCRIPTION AND SPECIFIC FEATURES RELATING TO THE ADMISSION OF EQUITY SECURITIES

1 RISK FACTORS RELATED TO SHARES

In addition to the risk factors described in Chapter 3, "Risk Factors," of the Information Document, investors are encouraged to take into account the following risk factors and other information contained in this Information Document before deciding to invest in the Company's shares. Investing in the Company's shares involves risks. The significant risks identified by the Company as of the date of this Information Document are described in Chapter 3 and supplemented by the information below.

If any of the following risks, or any of the risks described in this section or in Chapter 3 of this Information Document, were to materialize, the Company's operations, financial condition, results, or prospects could suffer. In such a case, the price of the Company's shares and any securities it issues could decrease, and investors may lose all or part of the amounts they have invested in the Company's shares. Furthermore, risks and uncertainties that are unknown to the Company at the date of this Information Document, or those considered not significant at present, could arise and negatively impact the Company's business, financial condition, results, prospects, or the price of its shares.

This section presents only the specific risks related to the Company's shares that are important for making an informed investment decision.

For each risk identified below, the Company has taken the following approach:

- Presentation of the gross risk, as it exists in the context of the Company's operations;
- Presentation of the measures implemented by the Company to manage the said risk.

The application of these measures to the gross risk allows the Company to assess a net risk. The Company has evaluated the criticality of the net risk based on a combined analysis of two criteria: (i) the probability that the risk materializes and (ii) the estimated magnitude of its negative impact.



The criticality level of each net risk is presented below, according to the following qualitative scale:

- Low;
- Medium;
- High.

<i>Type of risk</i>	<i>Occurrence probability</i>	<i>Scope of risk</i>	<i>Degree of net risk criticality</i>
RISKS RELATED TO THE SHARES			
The Company's share price may be subject to significant volatility	High	Low	High
Risk related to the liquidity on the shares listed on Euronext Growth Paris	Medium	Low	Medium
The sale of a significant number of the Company's shares could have a significant impact on the market price	Low	Low	Low

1.1 The Company's share price may be subject to significant volatility

The market price of the Company's shares could be significantly affected by numerous factors impacting the Company, its competitors, general economic conditions, and the sectors in which the Company operates. The market price of the Company's shares may fluctuate considerably in response to events such as:

1. Variations in the financial results, forecasts, or outlook of the Company or its competitors from one period to another;
2. Announcements by competitors or other companies with similar activities and/or announcements related to the Company's markets, including those regarding the financial and operational performance of competing companies or their outlook, or announcements in the Company's business sectors concerning matters that affect them;
3. Unfavorable developments in the regulatory environment applicable in the countries or markets specific to the Company's sector or the Company itself;
4. Announcements regarding changes in the Company's shareholding structure;



5. Announcements regarding changes in the management team;
6. Announcements regarding the scope of the Company's assets (acquisitions, disposals, etc.); and
7. Any other significant event affecting the Company or the market in which it operates.

Moreover, stock markets experience significant fluctuations that are not always related to the performance and prospects of the companies whose shares are traded. Such market fluctuations, along with economic conditions, could also significantly affect the market price of the Company's shares.

The Company considers the degree of criticality of this net risk to be high, given that:

1. Fluctuations in the Company's share price are partly influenced by external circumstances beyond the Company's control;
2. The occurrence of the events described in this section could have a significant negative impact on the Company's shares (downward movement in the market price of the Company's shares).

1.2 Risk related to the liquidity on the shares listed on Euronext Growth Paris

Historically, the trading volume of shares listed on Euronext Access+ and the depositary receipts on Nxchange has been low.

Additionally, the number of shares initially available for trading on Euronext Growth Paris is expected to be limited. There is no assurance that an active trading market for the Company's shares will develop on Euronext Growth Paris, nor that it will be sustained if such a market does emerge. Furthermore, due to the dual listing on both Euronext Growth Paris and Nxchange, liquidity could be split between the two markets, potentially reducing the liquidity on one or both trading platforms. This dual listing may adversely impact the development of an active trading market on Euronext Growth Paris.

Moreover, the price of depositary receipts traded on Nxchange could be negatively influenced by the trading of shares on Euronext Growth Paris, and vice versa. It is important to note that shares cannot be traded on Nxchange and cannot be exchanged for depositary receipts, while depositary receipts cannot be traded on Euronext Growth Paris or exchanged for shares on that platform.

The Company considers the degree of criticality of this net risk to be medium, given that:

The Company has made the strategic decision to transfer its shares from Euronext Access+ Paris to Euronext Growth Paris, a market that is better aligned with the needs of high-growth companies. Euronext Growth Paris offers a platform with more stringent listing requirements, designed to accommodate dynamic, rapidly expanding businesses seeking to enhance their visibility and attract a broader range of investors.



The transition to Euronext Growth Paris comes with higher regulatory and compliance obligations, including stricter reporting standards and enhanced transparency. These requirements aim to build investor confidence by providing more detailed financial disclosures and regular updates on the Company's performance, which ultimately increases market trust and credibility.

Accordingly, the Group will increase its efforts to attract new shareholders and engage in more proactive one-on-one communication with existing and potential investors. While this may demand greater management focus, potentially diverting attention from day-to-day operations, the board of directors brings extensive experience in managing investor relations.

By moving to Euronext Growth Paris, the Company aims to benefit from greater market liquidity and a deeper investor base, facilitating access to institutional and professional investors. This move represents a key investment in the Company's future growth, offering the potential for increased trading volume and share liquidity, while positioning the Company more competitively within the financial markets.

The decision also reflects the Company's commitment to meet the evolving needs of investors by offering a more structured and transparent trading environment, which is expected to support the Company's long-term growth ambitions.

Lastly, the Group's acquisition strategy, its ability to successfully integrate acquisitions, grow revenues, and improve margins, are also expected to generate increased interest in the Company.

1.3 The sale of a significant number of the Company's shares could have a significant impact on the market price

A decision by a shareholder to sell all or part of their stake in the Company, or even the perception that such a sale is imminent, could have a materially adverse effect on the market price of the Company's shares.

However, the Company assesses the criticality of this risk as low, primarily because SBD controls 48.75% of the Company's capital and voting rights.

As of the date of this Information Document, Mr. Geert Schaij owns 51% of SBD's shares. The Company's Chief Executive Officer, Mr. Ron van Veldhoven, holds the remaining 49% of SBD's shares and also directly owns 10.82% of the Company's issued and outstanding share capital through Vero Holding B.V. Additionally, Mr. Geert Schaij's spouse, Mrs. Gea Schaij-Donkers, holds 7.65% of the Company's issued and outstanding share capital through G.E.A. Donker Investments B.V.



2 WORKING CAPITAL DECLARATION AND FINANCING OF THE GROUP'S DEVELOPMENT

In line with the strategy described in chapter 5 of the Information Document, the Company plans to finance its development over the coming years:

- by using its own funds;
- by issuing convertible bonds;
- by raising capital publicly to finance additional acquisitions;
- through long- and medium-term bank financing.

If the Company were to pursue its growth strategy, the Company has sufficient free cash flow to meet its needs over the next 12 months.



3 INFORMATION RELATING TO THE TRANSACTION

3.1 Terms and conditions of the transaction

The transaction is carried out within the framework of a direct admission to trading on the Euronext Growth market, by way of a transfer of the Company's shares from Euronext Access+. It does not require a visa from the Autoriteit Financiële Markten (AFM of the Netherlands) or from the Autorité des Marchés Financiers (AMF of France) in accordance with the provisions of the Euronext Growth Paris rules published on 2 May 2024.

<i>Registration procedure</i>	Direct admission to trading by way of transfer from Access+
<i>Number of shares making up the capital</i>	2,943,096
<i>Nominal value of the shares</i>	0.02 euro
<i>Share admission price</i>	Closing price on July 25, 2025
<i>First trading date on Euronext Growth</i>	July 28, 2025
<i>ISIN code</i>	NL0015001HZ9
<i>Ticker symbol</i>	ALPET
<i>LEI code</i>	724500UV26LIYXV0UC28
<i>Paying agent</i>	FINANCIERE D'UZES
<i>Listing Sponsor</i>	ALDEBARAN GLOBAL ADVISORS

3.1.1 Rights, privileges and restrictions attaching to each class of shares

All outstanding shares in the Company are of the same class and carry the same rights and obligations.

3.1.2 Statutory or other provisions that would have the effect of delaying, deferring or preventing a change in its control

The Company's Articles of Association do not contain any provisions that would have the effect of delaying, deferring or preventing a change in its control. There are no arrangements known to the Company that may lead to a change of control in the Company.



3.2 Objectives of the transaction

Pet Service Holding NV is pursuing a listing on Euronext Growth with several key objectives. First, the listing aims to diversify the Company's shareholder base, enabling a broader range of investors to participate in and contribute to the Group's future growth and value creation. This expansion to a more varied investor base supports the Group's commitment to long-term stability and sustainable growth.

Moreover, listing on Euronext Growth is expected to enhance the liquidity of the Company's shares, improving upon the limited trading activity previously seen on Euronext Access+. With increased liquidity, investors will have better opportunities to buy and sell shares, fostering a more active and vibrant market for the Company's securities.

Access to capital markets is also a critical factor, as the listing will enable Pet Service Holding to raise additional funds necessary to support its strategic growth plans. This capital could fuel expansion initiatives, including strengthening the Company's position in existing markets and supporting its ambitions to enter new ones.

Finally, the listing is intended to facilitate future domestic and international acquisitions. By enhancing its financial flexibility and credibility, Pet Service Holding will be better positioned to pursue acquisition targets that align with its strategy to broaden its product and service offerings and expand its geographic footprint.



3.3 Timetable of the admission of the Company's shares on Euronext Growth Paris

Date	Action
July 22, 2025	- Notification by Euronext of the decision to list the shares on Euronext Growth
July 24, 2025	- Publication of a Euronext notice announcing the admission of the ordinary shares of Pet Service Holding N.V on Euronext Growth Paris - Issuance of a press release by the Company and posting of the Information Document online
July 28, 2025	Admission of Pet Service Holding N.V 's ordinary shares to Euronext Growth Paris (at opening)

3.4 Listing Sponsor

Aldebaran Global Advisors SAS – 141 rue Lafayette, 75010 Paris

3.5 Paying Agent

Financière d'Uzes is acting as paying agent for this transaction.

3.6 Lock-up Agreement

M. Geert Schaaij, Director of Schaaij Beheer en Diensten B.V. ("SBD"), main shareholder of the Company, undertakes a specific lock-up commitment. For a period of twelve (12) months commencing on the date of first listing of the shares on Euronext Growth, M. Geert Schaaij commits not to directly or indirectly carry out sale transactions or other disposals relating to, directly or indirectly of eighty (80) % of the shares he holds in the Company.

M. Ron van Veldhoven, CEO of Pet Service Holding and director of Schaaij Beheer en Diensten B.V. ("SBD"), main shareholder of the Company, undertakes a specific lock-up commitment. For a period of



twelve (12) months commencing on the date of first listing of the shares on Euronext Growth, M. Ron van Veldhoven commits not to directly or indirectly carry out sale transactions or other disposals relating to, directly or indirectly of eighty (80) % of the shares he holds in the Company.

3.7 Ownership Structure

As of the date of this Information Document, the Company's shareholder structure is as follows:

<u>Shareholders</u>	<u>Number of shares</u>	<u>Percentage %</u>
Schaaïj Beheer en Diensten B.V. (SBD) [1]	1,434,880	48.75%
Stichting Administratiekantoor Nederlandse Paarden Registratie Maatschappij (STAK) [5]	326,829	11.10%
Vero Holding B.V. [2]	318,333	10.82%
G.E.A. Donker Investments B.V. [3]	225,000	7.65%
Other shareholders [4]	638,054	21.68%
Total	2,943,096	100%

[1] Company ultimately owned by Mr. Geert Schaaïj (51%) and Mr. Ron van Veldhoven (49%).

[2] Company controlled by Mr. Ron van Veldhoven.

[3] Close associate of Schaaïj Beheer en Diensten B.V.

[4] Other any investors with an ownership of less than 5%.

[5] Stichting Administratiekantoor Nederlandse Paarden Registratie Maatschappij, a foundation (stichting) incorporated under the laws of the Netherlands, (the "STAK") hold 326,829. The STAK has then issued 326,829 depositary receipts that are currently admitted to trading on the Dutch multilateral trading facility Nxchange

Value of the free float

As of the date of the information document, the Company's free float is composed of 618,054 shares. The holding of Mr. Jerry Speel (20,000 shares) as member of the Company's supervisory board as well as SBD B.V., Vero Holding B.V. and GEA Donker Investments B.V. have been excluded from the value calculation of the Company's free float.

As of June 13, 2025 and with an average price per share at € 4.89 for the last 60 trading days, the estimated value of the Company's free float is approx. € 3,021,666.

As of the date of this Information Document, the Company does not hold any treasury shares.



3.8 The listing on Nxchange and the depositary receipts

The depositary receipts are admitted to trading on Nxchange, a Dutch multilateral trading facility operated by Nxchange B.V. on the basis of a licence issued by the Dutch Ministry of Finance. Nxchange enables direct trading in securities between companies and investors and makes it possible to place and trade securities on a regulated online platform without the intervention of a bank or broker being required.

Stichting Administratiekantoor Nederlandse Paarden Registratie Maatschappij, a foundation (stichting) incorporated under the laws of the Netherlands, (the “STAK”) hold 326,829 shares. The STAK exercises the rights attached to the shares and has issued 326,829 depositary receipts for the shares held by it. On 5 May 2021, 326,829 depositary receipts issued by the STAK were admitted to trading on the Dutch multilateral trading facility Nxchange under the ticker code NPRM. The depositary receipts cannot be traded on Euronext Access+ Paris and cannot be exchanged for shares. Similarly, the shares cannot be traded on Nxchange and cannot be exchanged for depositary receipts. The Company is entitled to appoint the members of the STAK's board. The STAK currently has one board member, Mr. Wesley Rijks.

The rights and obligations of the STAK and the holders of depositary receipts are laid down in the STAK's articles of association and the trust conditions (Dutch: administratievoorwaarden) under which the STAK administers the shares it holds.

Presently, the rights of the holders of depositary receipts in relation to the shares underlying their depositary receipts held by the STAK are limited to economical rights. As the legal holder, the STAK will collect dividends and other distributions on the shares from the Company. In such case, as per the trust conditions the STAK has the obligation to make a corresponding distribution on the depositary receipts. If the Company makes a distribution in kind on the underlying shares in the form of shares, the STAK will make, to the extent possible, a corresponding distribution to the holders of depositary receipts in the form of holders of depositary receipts. If the Company declares a distribution which is in cash or in kind, the STAK will elect for a distribution in kind. If the STAK, as the legal holder of the underlying shares has a pre-emptive right on newly issued shares in the share capital of the Company, it will waive this right, unless the STAK's board decides otherwise.

Whereas the holders of depositary receipts have economical rights to the shares underlying their depositary receipts held by the STAK as set out above, there are no governance rights attached to the depositary receipts. More specifically, holders of depositary receipt do not have the right to attend General Meetings, nor the right to vote on the shares underlying their depositary receipts (directly or on the basis of a power of attorney) or to instruct the STAK how to vote on those shares.

As of the date of this Information Document, the Company has over 350 holders of depositary receipts.



4 COMPANY'S ARTICLES OF ASSOCIATION

Pet Service Holding N.V.

In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity of the text. Inevitably, however, differences may occur in translation, and if they do, the Dutch text will by law govern.

In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

Article 1. Definitions.

- 1.1. In these articles of association the following expressions shall have the following meanings:
- **shares:** shares in the capital of the company;
 - **shareholder:** a holder of one or more shares;
 - **auditor:** a registered auditor (*register accountant*) or other auditor as referred to in Section 2:393 DCC or an organization at which such auditors work;
 - **Article:** an article of these articles of association;
 - **DCC:** the Dutch Civil Code;
 - **general meeting:** the general meeting of the company;
 - **group company:** a group company of the company as referred to in Section 2:24b DCC;
 - **board:** the board of managing directors of the company;
 - **managing director:** a managing director of the company;
 - **supervisory director:** a supervisory director of the company;
 - **supervisory board:** the board of supervisory directors;
 - **depository receipts:** depository receipts for shares;
 - **annual accounts:** the balance sheet and the profit and loss statement with explanatory notes;
 - **in writing:** by letter, by fax, by e-mail, or by message which is transmitted via any other means of electronic communication or other communication which can be received in the written form, provided that the identity of the sender may be sufficiently determined;
 - **company:** the legal entity that is governed by these articles of association;
 - **holder of meeting rights:** a person with meeting rights;
 - **meeting rights:** the right to attend and address the general meeting, either in person or by means of a person holding a written proxy;
 - **registration date:** the date of registration for a general meeting as provided by article 2:119 DCC.

Article 2. Legal form, name and seat.

- 2.1. The company is a limited liability company (*naamloze vennootschap*).
- 2.2. The name of the company is Pet Service Holding N.V.
- 2.3. The company has its registered seat in De Rijp.



Article 3. Objects.

3.1. The objects of the company are:

- the (wholesale and retail) trade in goods, including the trade and sale of animal foods, products and medicine, and the provision of pet services;
- to incorporate, to participate in and to finance companies and enterprises;
- to collaborate with, to manage the affairs of and to provide advice and other services to companies and other enterprises;
- to lend and to borrow funds, to raise funds and in general to enter into financial transactions, and to enter into related agreements;
- to grant guarantees, to bind the company and to provide collateral for the debts and other obligations of the company and of third parties;
- to acquire, to operate and to dispose of industrial and intellectual property rights, including but not limited to, trademarks, copyrights, licences, designs, secret processor formulae, processes and patents, as well as to acquire royalties and all other revenues thereof;
- to acquire, hold, mortgage, exploit, alienate, lease, let and develop property, including registered property;

as well as to carry out all that which is incidental or conducive to the above, in the broadest sense.

Article 4. Capital.

- 4.1. The authorized capital of the company amounts to two hundred twenty-five thousand euro (EUR 225,000) divided in eleven million two hundred fifty thousand (11,250,000) shares, each having a nominal value of two eurocents (EUR 0.02).
- 4.2. The shares are registered shares. Each share is indicated individually by a consecutive numbering starting at 1. No share certificates shall be issued.

Article 5. Issue.

- 5.1. Shares shall be issued pursuant to a resolution of the general meeting. The resolution shall set out the price and other terms and conditions of issue.
- 5.2. The general meeting has the authority to designate the board with the authority to issue shares for a specific period and with due observance of applicable statutory provisions. Such designation by the general meeting must state the number of shares that may be issued. The designation may be extended by specific consecutive periods with due observance of applicable statutory provisions. Unless otherwise stipulated at its grant, the designation may not be withdrawn. A resolution of the



board to issue shares requires the approval of the supervisory board. The general meeting shall, in addition to the board, remain authorized to issue shares if such is specifically stipulated in the resolution granting the designation.

- 5.3. The provisions of Articles 5.1 and 5.2 shall apply by analogy to the granting of rights to subscribe for shares, but shall not apply to an issue of shares to a person exercising a previously granted right to subscribe for shares.
- 5.4. A resolution of the general meeting as referred to in Articles 5.1 and 5.2 can only be adopted at the proposal of the board with the approval of the supervisory board.
- 5.5. Shares may only be issued against payment in full of the amount at which such shares are issued and with due observance of the provisions of the Sections 2:80, 2:80a and 2:80b DCC.
- 5.6. Payment on shares must be made in cash if no alternative contribution has been agreed. Payment other than in cash must be made in accordance with the provisions in Section 2:94b DCC.
- 5.7. Payment in a currency other than euro may only be made with the consent of the company and with due observance of the provisions of Section 2:93a DCC.
- 5.8. Shares issued to (i) current or former employees of the company or a group company, (ii) current or former managing directors under an equity compensation plan of the company and (iii) holders of a right to subscribe for shares granted in accordance with Article 5.3 may be paid-up at the expense of the reserves of the company, notwithstanding the provisions of Article 25.
- 5.9. The board may perform legal acts as referred to in Section 2:94 DCC without the prior approval of the general meeting.
- 5.10. Upon the resolution to issue shares or to grant rights to subscribe for shares, the corporate body adopting such resolution may determine that the shares shall be paid up at the expense of the reserves of the company, notwithstanding the provisions of Article 25, regardless of whether those shares are issued to existing shareholders.

Article 6. Pre-emptive rights.

- 6.1. Each shareholder shall have a pre-emptive right on any issuance of shares in proportion to the aggregate amount of its shares. This pre-emptive right does not apply to:
 - a. shares issued to employees of the company or a group company;
 - b. shares that are issued against payment other than in cash; and
 - c. shares issued to a person exercising a previously granted right to subscribe for shares.
- 6.2. Pre-emptive rights may be limited or excluded by a resolution of the general meeting. Pre-emptive rights may also be limited or excluded by a resolution of the board if the board has been designated



the authority thereto by the general meeting for a specific period and with due observance of applicable statutory provisions, and the board has also been designated the authority to issue shares in accordance with Article 5.2. The designation may be extended by specific consecutive periods with due observance of applicable statutory provisions. Unless otherwise stipulated at its grant, the designation may not be withdrawn. A resolution of the board to limit or exclude pre-emptive rights requires the approval of the supervisory board.

- 6.3. A resolution of the general meeting to limit or exclude pre-emptive rights and a resolution to designate the board thereto, can only be adopted at the proposal of the board with the approval of the supervisory board and shall require a majority of at least two-thirds of the votes cast if less than half of the issued capital of the company is represented at the general meeting.
- 6.4. When adopting a resolution to issue shares, the general meeting or the board (as the case may be) shall determine how and during which period these pre-emptive rights may be exercised, subject to Section 2:96a DCC.
- 6.5. The provisions of Article 6 shall apply by analogy to the granting of rights to subscribe for shares.

Article 7. Own shares.

- 7.1. The board may resolve on the acquisition of shares in the capital of the company or depositary receipts thereof. The acquisition by the company of not fully paid-up shares or depositary receipts thereof shall be null and void.
- 7.2. The company may repurchase fully paid-up shares (i) for no consideration or (ii) against consideration if and insofar as the board has been authorized thereto by the general meeting for a specific period and with due observance of applicable statutory provisions of the law. The general meeting shall determine in the authorization the number of shares the company may repurchase, in what manner and at what price range.
- 7.3. The authorization by the general meeting is not required if the company repurchases fully paid-up shares for the purpose of transferring these shares to employees of the company or a group company under any applicable equity compensation plan, provided that those shares are quoted on an official list of a stock exchange.
- 7.4. Any disposal of shares by the company shall require a resolution of the board. Such resolution shall also stipulate any conditions of the disposal.



Article 8. Reduction of capital.

- 8.1. The general meeting may only at the proposal of the board with the approval of the supervisory board resolve to reduce the issued capital by cancellation of shares or to decrease the nominal amount of shares by amendment of the articles of association, subject to the provisions of the law.
- 8.2. A resolution of the general meeting to reduce the company's issued capital, shall require a majority of at least two-thirds of the votes cast if less than half of the issued capital of the company is represented at the general meeting.

Article 9. Depositary Receipts.

- 9.1. Unless the board with the approval of the supervisory board has resolved otherwise, the company shall not cooperate with the issuance of depositary receipts for shares and shall not attribute its cooperation to earlier issued depositary receipts of shares. Holders of depositary receipts for shares issued without the cooperation of the company and without the cooperation attributed to it after the issue shall not be entitled to meeting rights.

Article 10. Pledge and usufruct over shares.

- 10.1. If a share is encumbered with a right of pledge, the voting rights attached to that share shall vest in the shareholder, unless at the creation of the right of pledge the voting rights were granted to the pledgee. A pledgee with voting rights shall have meeting rights.
- 10.2. A shareholder who as a result of a right of pledge does not have voting rights, shall have meeting rights. A pledgee without voting rights shall not have meeting rights.
- 10.3. If a usufruct is created on a share, the voting rights attached to that share shall vest in the shareholder, unless at the creation of the usufruct the voting rights were granted to the usufructuary. A usufructuary with voting rights shall have meeting rights.
- 10.4. A shareholder who as a result of a usufruct does not have voting rights, shall have meeting right. A usufructuary without voting rights shall not have meeting rights.

Article 11. Register of shareholders.

- 11.1. The board shall keep a register recording the names and addresses of all shareholders, and further information as required by law or considered appropriate by the board. The register must be regularly updated.



- 11.2. The register of shareholders may be kept in several copies and in several places. Part of the register may be kept outside The Netherlands to comply with applicable local law or pursuant to stock exchange rules. The board may appoint one or more registrars to keep the register or a part thereof on its behalf.
- 11.3. Shares included in a giro system (*giraal effectenverkeer*) will be registered in the register of shareholders in the name of an intermediary. Holders of shares that are not included in a giro system, as well as each usufructuary and each pledgee of such shares, are obliged to furnish their names and addresses to the company in writing; these will be recorded in the register of shareholders. Any consequences of not, or incorrectly, notifying particulars by a shareholder will be the responsibility of the shareholder concerned.
- 11.4. If an electronic address is disclosed by the shareholder for the purpose of entry into the register, such disclosure is deemed to entail the consent to receive all notifications and announcements for a meeting via electronic means.
- 11.5. Holders of rights to the shares that are included in a giro system are considered shareholders for the purpose of these articles of association.
- 11.6. At the request of a shareholder, the board shall provide the shareholder, free of charge, with an excerpt of the register concerning its rights relating to shares.
- 11.7. The board shall be authorized to provide the authorities with information and data contained in the register of shareholders or have the same inspected to the extent that this is requested to comply with applicable foreign legislation or rules of the stock exchange where the company's shares are admitted to trading.

Article 12. Transfer of shares.

- 12.1. The transfer of shares is not restricted within the meaning of Article 2:87 of the Civil Code.

Article 13. Board.

- 13.1. The board is charged with the management of the company. When performing their duties, the managing directors shall serve the interest of the company and the businesses connected thereto.
- 13.2. The number of managing directors shall be determined by the supervisory board.
- 13.3. Managing directors shall be appointed by the general meeting on the binding nomination made by the supervisory board.
- 13.4. The general meeting may at any time resolve to overrule the binding nomination by a majority of at least two thirds of the votes cast representing more than half of the issued share capital. If a



nomination is overruled, a new nomination shall be made by the supervisory board. If the binding nomination comprises one candidate for a vacancy, a resolution concerning the nomination shall result in the appointment of the candidate, unless the nomination is overruled. A second meeting as meant in Section 2:120(3) DCC cannot be convened.

- 13.5. A resolution to appoint a managing director who was not nominated by the supervisory board, may only be appointed by a majority of two thirds of the votes cast representing more than half the issued share capital. With regard to subjects referred to in this paragraph and the previous paragraph, a second general meeting may not be convened pursuant to Section 2:120 (3) DCC.
- 13.6. A managing director shall be appointed for a maximum period of four (4) years, provided that his term of office shall lapse immediately after the close of the annual general meeting held in the fourth year after his appointment. A managing director may be reappointed with due observance of the preceding sentence. At the proposal of the supervisory board, the general meeting may resolve to deviate from the maximum period of four (4) years.
- 13.7. Managing directors may be suspended or dismissed by the general meeting at any time. A resolution of the general meeting to suspend or dismiss a managing director shall require a majority of at least two thirds of the votes cast representing more than half of the issued share capital, unless the resolution is passed at the proposal of the supervisory board in which case the resolution shall require a simple majority of the votes cast. A second meeting as referred to in Section 2:120(3) DCC cannot be convened. Managing directors may also be suspended by the supervisory board at any time.
- 13.8. If a managing director is suspended and the general meeting does not resolve to dismiss him within three months from the date of such suspension, the suspension shall lapse.

Article 14. Compensation of board members.

- 14.1. The general meeting shall determine the company's policy concerning the compensation of the board with due observance of the relevant statutory requirements.
- 14.2. The compensation of managing directors shall be determined by the supervisory board with due observance of the policy referred to in Article 14.1.
- 14.3. The supervisory board shall submit proposals concerning compensation arrangements for the board in the form of shares or rights to subscribe for shares to the general meeting for approval. This proposal must at least include the number of shares or rights to subscribe for shares that may be awarded to the board and which criteria apply for such awards or changes thereto. The absence of the approval of the general meeting shall not affect the powers of representation.



Article 15. Adoption of resolutions by the board. Duties.

- 15.1. Meetings of the board shall be held as often as one or more managing directors deem necessary. Each managing director shall be authorized to convoke a meeting. The notice convening the meeting shall provide the agenda of the meeting and shall be sent not later than the fourth day before the date of the meeting. A managing director may only be represented in meetings of the board by another managing director by a written power of attorney.
- 15.2. Each managing director is authorized, either in person or by another managing director holding a written power of attorney thereto, to attend and address the meeting, and to exercise the voting rights.
- 15.3. Each managing director is authorized, either in person or by another managing director holding a written power of attorney thereto, to participate in the meeting, to address the meeting and to exercise the voting rights, by electronic means of communication. The foregoing requires that he can be identified through the electronic means of communication, can take cognizance of the discussion at the meeting and can exercise the voting rights.
- 15.4. The board shall adopt resolutions, either in a meeting or outside a meeting, by an simple majority of the votes cast. Each managing director shall be entitled to cast one vote.
- 15.5. A managing director shall not take part in the deliberation and decision making in case he has a direct or indirect personal interest that is in conflict with the interests of the company and its affiliated business. If a resolution can thus not be adopted, the resolution shall be adopted by the supervisory board.
- 15.6. Resolutions of the board may be adopted outside of a meeting provided that all managing directors consented to this manner of decision making. In the event of the adoption of a resolution outside a meeting, votes can only be cast in writing.
- 15.7. The board may establish rules regarding its decision-making process and working methods. The board may determine the duties which each managing director shall particularly be charged with. The supervisory board may resolve that the establishing of such rules and allocation of duties shall be subject to its approval. The board shall be notified in writing of such resolution by the supervisory board.

Article 16. Approval of board resolutions.

- 16.1. The supervisory board may require board resolutions to be subject to its approval. The board shall be notified in writing of such resolution by the supervisory board.
- 16.2. The approval of the general meeting is required for resolutions of the board concerning a material



change to the identity or the character of the company or the business, including in any event:

- a. transferring the business or materially all of the business to a third party;
 - b. entering into or terminating a long-lasting alliance of the company or of a subsidiary either with another entity or company, or as a fully liable partner of a limited partnership or general partnership, if this alliance or termination is of significant importance for the company; and
 - c. acquiring or disposing of an interest in the capital of a company by the company or by a subsidiary with a value of at least one third of the value of the assets, according to the balance sheet with explanatory notes or, if the company prepares a consolidated balance sheet, according to the consolidated balance sheet with explanatory notes in the company's most recently adopted annual accounts.
- 16.3. The absence of the approval as referred to above shall not affect the powers of the board or managing directors to represent the company.

Article 17. Unavailability or inability to act of a managing director.

- 17.1. If a managing director is unavailable or unable to act, he may be replaced temporarily by a person whom the supervisory board has designated for that purpose and, until then, the other managing director(s) shall be charged with the management of the company. If all managing directors are absent or incapacitated, the management of the company shall be attributed to the supervisory board. The person(s) charged with the management of the company in this manner, may designate one or more persons to be charged with the management of the company instead of, or together with, such person(s).
- 17.2. A managing director shall be considered to be unable to act within the meaning of Article 17.1:
- a. during his suspension;
 - b. in a period during which the company has not been able to contact him (including as a result of illness), provided that such period lasted longer than five consecutive days (or such other period as determined by the supervisory board on the basis of the facts and circumstances at hand); or
 - c. in connection with and during the deliberations and decision-making of the board on matters in relation to which he has declared to have, or in relation to which the supervisory board has established that he has, a conflict of interests as described in Article 15.5.

Article 18. Representation of the company.

- 18.1. The board represents the company. The authority to represent shall also be vested in any managing director acting individually.



- 18.2. The board may appoint officers with general or limited power to represent the company. Each officer shall be authorized to represent the company, subject to the restrictions imposed on him. The board shall determine the title of each officer.

Article 19. Supervisory board.

- 19.1. The company shall have a supervisory board. The number of supervisory directors shall be determined by the supervisory board. The supervisory board shall be composed of natural persons.
- 19.2. Supervisory directors shall be appointed by the general meeting on the binding nomination made by the supervisory board.
- 19.3. The general meeting may at any time resolve to overrule the binding nomination by a majority of at least two thirds of the votes cast representing more than half of the issued share capital. If a nomination is overruled, a new nomination shall be made by the supervisory board. If the nomination comprises one candidate for a vacancy, a resolution concerning the nomination shall result in the appointment of the candidate, unless the nomination is overruled. A second meeting as meant in Section 2:120(3) DCC cannot be convened.
- 19.4. A resolution to appoint a supervisory director that was not nominated by the supervisory board, may only be appointed by a majority of two thirds of the votes cast representing more than half the issued share capital. With regard to subjects referred to in this paragraph and the previous paragraph, a second general meeting may not be convened pursuant to Section 2:120 (3) DCC
- 19.5. A supervisory director shall be appointed for a maximum period of four (4) years, provided that his term of office shall lapse immediately after the close of the annual general meeting held in the fourth year after his appointment. A supervisory director may be reappointed with due observance of the preceding sentence. At the proposal of the supervisory board, the general meeting may resolve to deviate from the maximum period of four (4) years.
- 19.6. Supervisory directors may be suspended or dismissed by the general meeting at any time. A resolution of the general meeting to suspend or dismiss a supervisory director shall require a majority of at least two thirds of the votes cast representing more than half of the issued share capital, unless the resolution is passed at the proposal of the supervisory board in which case the resolution shall require a simple majority of the votes cast. A second meeting as referred to in Section 2:120(3) DCC cannot be convened.
- 19.7. If a supervisory director is suspended and the general meeting does not resolve to dismiss him within three months from the date of such suspension, the suspension shall lapse.
- 19.8. Upon the making of a nomination for the appointment of a supervisory director, the following information shall be provided with respect to the candidate:



- a. his age and profession;
- b. the aggregate nominal value of the shares held by him in the company's capital;
- c. his present and past positions, to the extent that these are relevant for the performance of the tasks of a supervisory director;
- d. the names of any entities of which he is already a supervisory director or a non- executive director; if these include entities that form part of the same group, a specification of the group's name shall suffice.

The nomination must be supported by reasons. In the case of a reappointment, the manner in which the candidate has fulfilled his duties as a supervisory director shall be taken into account.

- 19.9. The supervisory board shall elect a supervisory director to be the chairperson. The supervisory board may dismiss the chairperson, provided that the supervisory director so dismissed shall subsequently continue his term of office as a supervisory director without having the title of chairperson.
- 19.10. The general meeting may grant a compensation to the supervisory directors.

Article 20. Duties and organization of the supervisory board.

- 20.1. The supervisory board is charged with the supervision of the policy of the board and the general course of affairs of the company and of the business connected with it. The supervisory board shall provide the board with advice. In performing their duties, supervisory directors shall be guided by the interests of the company and of the business connected with it.
- 20.2. The board shall provide the supervisory board with the information necessary for the performance of its tasks in a timely fashion. At least once a year, the board shall inform the supervisory board in writing of the main features of the strategic policy, the general and financial risks and the administration and control system of the company.
- 20.3. The supervisory board may draw up regulations concerning its organization, decision-making and other internal matters, with due observance of these articles of association. In performing their duties, the supervisory directors shall act in compliance with these regulations.
- 20.4. The supervisory board shall establish the committees which the company is required to have and otherwise such committees as are deemed to be appropriate by the supervisory board. The supervisory board shall draw up regulations concerning the organization, decision-making and other internal matters of its committees.



Article 21. The meeting of the supervisory board

- 21.1. Meetings of the supervisory board shall be held as often as one or more supervisory directors deem necessary. Each supervisory director shall be authorized to convoke a meeting. The notice convening the meeting shall provide the agenda of the meeting and shall be sent not later than the fourth day before the date of the meeting.
- 21.2. Each supervisory director is authorized, either in person or by another supervisory director holding a written power of attorney thereto, to attend and address the meeting, and to exercise the voting rights.
- 21.3. Each supervisory director is authorized, either in person or by another supervisory director holding a written power of attorney thereto, to participate in the meeting, to address the meeting and to exercise the voting rights, by electronic means of communication. The foregoing requires that he can be identified through the electronic means of communication, can take cognizance of the discussion at the meeting and can exercise the voting rights.
- 21.4. Unless these articles of association or regulations of the supervisory board determine otherwise, the supervisory board shall adopt resolutions by simple majority of the votes cast. Each supervisory director shall be entitled to cast one vote.
- 21.5. A supervisory director shall not take part in the deliberation and decision making in case he has a direct or indirect personal interest that is in conflict with the interests of the company and its affiliated business. If a resolution can thus not be adopted, the resolution may nevertheless be passed by the supervisory board as if none of the supervisory directors has a conflict of interests as described in the previous sentence.
- 21.6. The supervisory board may at all times adopt resolutions outside of a meeting in writing, provided that the proposal concerned is submitted to all supervisory directors then in office and none of them objects to this manner of adopting resolutions. Adoption of resolutions in writing shall be effected by written statements from all supervisory directors then in office.
- 21.7. If a supervisory director is unavailable or unable to act, the remaining supervisory directors or supervisory director shall be temporarily entrusted with the duties of the board of supervisory directors. If all supervisory directors or the sole supervisory director, as the case may be, are absent or prevented from performing their duties, the duties of the board of supervisory directors shall be temporarily entrusted to one or more persons appointed for that purpose by the general meeting.



Article 22. Indemnification of managing directors and supervisory directors.

- 22.1. The company shall indemnify each current or former managing director and supervisory director (in this Article each an "Officer") in any anticipated or pending action, suit, proceeding or investigation for any claim against that Officer that such Officer may derive from exercising his respective duties as an Officer for any and all:
- a. costs and expenses, including but not limited to substantiated attorneys' fees, reasonably incurred in relation to that Officer's defences in the relevant action, suit, proceeding or investigation or a settlement thereof;
 - b. liabilities, losses, damages, fines, penalties and other claims and/or financial effects of (judicial or arbitral) judgements against that Officer, excluding any reputational damages and (other) immaterial damages; and
 - c. payments by that Officer and/or any other financial effects resulting from a settlement of such action, suit, proceeding or investigation, excluding any reputational damages and (other) immaterial damages, subject to prior written approval of such settlement by the company (such approval not to be unreasonably withheld),
provided he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the company or out of his mandate, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.
- 22.2. Any indemnification by the company referred to in Article 22.1 shall be made only upon a determination by the board that indemnification of the Officer is proper under the circumstances because he had met the applicable standard of conduct set forth in Article 22.1.
- 22.3. Notwithstanding the provisions of Article 22.4, indemnified amounts referred to in Article 22.1 under (a) until (c) inclusive may be paid by the company in advance of the final disposition of the relevant anticipated or pending action, suit or proceeding against that Officer, upon a resolution of the board with respect to the specific case.
- 22.4. An Officer shall not be entitled to any indemnification as mentioned in this Article 22, if and to the extent:
- a. a competent court, a judicial tribunal or, in case of an arbitration, an arbitrator or arbitral panel has established by final judgement that is not open to challenge or appeal, that the acts or omissions of the current or former Officer can be considered intentional, wilfully reckless or seriously culpable, unless this would in the given circumstances be unacceptable according to the standards of reasonableness and fairness;
 - b. the costs or the decrease in assets of the Officer are/is covered by an insurance and the insurer started payment of the costs or the decrease in assets; or



- c. the company and/or a company in the group brought the procedure in question up before the relevant court, judicial tribunal or, in case of an arbitration, arbitrator or arbitral panel, in which event he shall immediately repay any amount paid to him (in advance, as the case may be) by the company under this Article 22.

Article 23. Financial year, annual accounts and a management report.

- 23.1. The company's financial year shall coincide with the calendar year.
- 23.2. Each year, within the term set by law, the board shall prepare the annual accounts. The annual accounts shall be signed by the managing directors and the supervisory directors. If any of their signatures is missing, this shall be mentioned, stating the reasons.
- 23.3. The company shall ensure that the annual accounts, the management report and the particulars to be added pursuant to Section 2:392(1) DCC shall be available at its offices as from the convening of the general meeting at which they are to be discussed.
- 23.4. The annual accounts shall be adopted by the general meeting.
- 23.5. The adoption of the annual accounts shall not discharge a managing director or a supervisory director.

Article 24. Auditor.

- 24.1. The general meeting shall instruct (an) auditor(s) to audit the annual accounts. If the general meeting fails to issue the instructions to (an) auditor(s), the supervisory board shall be authorized to do so.
- 24.2. The instructions issued to the auditor(s) may only be revoked by the general meeting and, if the supervisory board issued the instructions, by the supervisory board, for valid reasons and in accordance with Section 2:393(2) DCC.
- 24.3. The auditor(s) shall report the findings of the audit to the supervisory board and the board, and present the results of the audit in a statement on the true and fair view provided by the annual accounts.

Article 25. Appropriation of profits and distributions.

- 25.1. The board shall determine which part of the profits of the company appearing from the annual accounts shall be added to the company's reserves. The part of the profit remaining shall be at the disposal of the general meeting for distribution on the shares at the proposal of the board.



- 25.2. The company may distribute profits only if and to the extent that its shareholders equity exceeds the paid and called-up part of the issued capital plus the reserves which must be maintained by virtue of the law or the articles of association.
- 25.3. Dividends may be paid only after adoption of the annual accounts which show that they are justified.
- 25.4. Only the amount of the mandatory payments of the nominal value of shares shall be taken into account in the calculation of the amount to be distributed on each share.
- 25.5. In calculating the amount of any distribution on shares, shares held by the company shall be disregarded, unless such shares are encumbered with a usufruct or right of pledge.
- 25.6. A distribution shall be payable on such date and, if it concerns a distribution in cash, in such currency or currencies as determined by the board.
- 25.7. The general meeting may resolve at the proposal of the board that all or part of a distribution, instead of being made in cash, shall be made in the form of shares in the company's capital or in the form of the company's assets.
- 25.8. A claim for payment of a distribution shall lapse after five years have elapsed per the date the distribution became payable.
- 25.9. The board may resolve to make interim distributions on shares, provided that an interim statement of assets and liabilities drawn up in accordance with the statutory requirements shows that the requirement of Article 25.2 has been fulfilled, and with observance of (other) applicable statutory provisions.
- 25.10. The board, or the general meeting at the proposal of the board, may resolve to make distributions from the share premium reserve or other distributable reserves maintained by the company, provided that an interim statement of assets and liabilities drawn up in accordance with the statutory requirements shows that the requirement of Article 25.2 has been fulfilled, and with observance of (other) applicable statutory provisions.

Article 26. General meeting. Notice and agenda.

- 26.1. During each financial year at least one general meeting shall be held. This annual general meeting shall be held within six months after the end of the company's financial year.
- 26.2. The board and the supervisory board are each authorized to convene a general meeting. General meetings can be held in the place where the company has its registered seat, Amsterdam, Rotterdam Utrecht, 's-Gravenhage, Zaanstad, Assen, Groningen or Haarlemmermeer (including Schiphol Airport).
- 26.3. The convocation of a general meeting shall be given by the board with due observance of the



statutory notice period and in accordance with the law.

- 26.4. The convocation shall be made by means of an announcement in a national daily newspaper.
- 26.5. Holders of shares may also be convened by means of letters of convocation addressed to the addresses of such shareholders as they appear in the register of shareholders
- 26.6. The board may decide that, if the holder of shares as well as the holder of depositary receipts for shares issued with the cooperation of the company has consented to this, the convocation may be made by means of a legible and reproducible message sent electronically to the address that he has given to the company for this purpose.
- 26.7. The board may decide that convocation may be made to holders of depositary receipts for shares issued with the cooperation of the company by an announcement published electronically, which will be directly and permanently accessible until the general meeting.
- 26.8. A matter which has been requested in writing by one or more shareholders and/or other holder of meeting rights who individually or jointly represent at least the part of the company's issued capital prescribed by law for this purpose, shall be included in the notice of the general meeting or shall be notified in the same manner as the other subjects for discussion, provided the company has received the request (including the reasons for such request) not later than sixty (60) days before the day of the meeting. Such written requests must comply with the conditions stipulated by the board as posted on the company's website.
- 26.9. Each shareholder is authorized, either in person or by a holder of a written power of attorney thereto, to attend and address the general meeting, and if he holds voting rights, to exercise the voting rights.
- 26.10. The managing directors and supervisory directors are authorized to attend the general meeting and shall, as such, have an advisory vote at the general meeting.
- 26.11. The chairperson of the general meeting decides on all matters relating to admission to the general meeting. The chairperson of the general meeting may admit third parties to the general meeting.
- 26.12. The chairperson may decide that any person, before being admitted to a general meeting, identifies himself by means of a valid passport or other means of identification and/or should be submitted to such security arrangements as the chairperson may consider to be appropriate under the given circumstances.
- 26.13. If the provisions prescribed by law or by these articles of association relating to the notification and convening of the general meeting have not been complied with, no valid resolutions may be adopted, unless with unanimous votes in a meeting in which the entire issued capital is present or represented, and the managing directors and the supervisory directors have had the opportunity to grant their advice prior to the adoptions of resolutions.



- 26.14. Each shareholder and each other holder of meeting rights is authorized, either in person or by a holder of a written power attorney thereto, to participate in the general meeting, to address the meeting, and if he holds voting rights, to exercise the voting rights, by electronic means of communication. The foregoing requires that the shareholder or the other holder of meeting rights can be identified through the electronic means of communication, can take cognizance of the discussion at the meeting, and if he holds voting rights, can exercise his voting rights.
- 26.15. For the purpose of Articles 26.9 and 26.14, those who have voting rights and/or meeting rights on the registration date and are recorded as such in a register designated by the board shall be considered to have those rights, irrespective of whoever is entitled to the shares or depository receipts at the time of the general meeting. Unless the law requires otherwise, the board is authorized to determine at its discretion, when convening a general meeting whether the previous sentence applies.

Article 27. Chairperson. Minutes, Recording of shareholders' resolutions.

- 27.1. The general meeting shall be chaired by one of the following individuals, taking into account the following order of priority:
- a. by the chairperson of the supervisory board, if this chairperson is present at the general meeting;
 - b. by another supervisory director who is chosen by the supervisory directors present at the general meeting from their midst;
 - c. by a managing director who is chosen by the managing directors present at the general meeting from their midst; or
 - d. by another person appointed for that purpose by the shareholders present or represented at the meeting.
- 27.2. The chairperson of the general meeting shall appoint another person present at the general meeting to act as secretary and to keep minutes of the proceedings at the general meeting. The minutes of a general meeting shall be adopted by the chairperson of that general meeting or by the board. Where an official report of the proceedings is drawn up by a civil law notary, no minutes need to be prepared. Every managing director and supervisory director may instruct a civil law notary to draw up such an official report at the company's expense.
- 27.3. The general meeting may be conducted in a language other than the Dutch language, if so determined by the chairperson of the general meeting.
- 27.4. The chairperson of the general meeting may limit the amount of time that persons present at the general meeting are allowed to take in addressing the general meeting and the number of questions



they are allowed to raise, with a view to safeguarding the orderly proceedings at the general meeting. The chairperson of the general meeting may also adjourn the meeting if he considers that this shall safeguard the orderly proceedings at the general meeting.

Article 28. Adoption of resolutions in a general meeting of shareholders.

- 28.1. Each share entitles the holder thereof to cast one vote at the general meeting.
- 28.2. In a general meeting, no votes may be cast for shares held by the company or by any subsidiary thereof, nor may votes be cast for a share for which either of them holds a depositary receipt for a share.
- 28.3. In determining the extent to which the shareholders are entitled to vote, are present or represented, or to which extent the share capital is provided or represented, the shares, for which no voting rights may be exercised according to the law or these articles of association, shall not be taken into account.
- 28.4. Unless the law or these articles of association require a larger majority, resolutions of the general meeting shall be adopted by a simple majority of the votes cast, without a quorum being required. Blank votes shall be deemed not to have been cast.
- 28.5. In case of a tie in the vote, the proposal shall have been rejected.

Article 29. Adoption of resolutions outside a general meeting of shareholders.

- 29.1. Shareholders may also adopt resolutions without holding a meeting decision-making unless depositary receipts for shares have been issued with the concurrence of the company, with unanimous votes of all shareholders with voting rights. The votes shall be cast in writing. The managing directors and supervisory directors shall be given the opportunity to render their advice prior to the adoption of the resolution.

Article 30. Amendment to the articles of association.

- 30.1. The general meeting may resolve to amend the articles of association of the company at the proposal of the board.
- 30.2. If the proposal is made to the general meeting to adopt a resolution to amend the articles of association, the convocation of the general meeting must reflect the same, and the proposal, stating the verbatim text of the proposed amendment, must be deposited at the offices of the company for inspection by the shareholders and other holder of meeting rights to be kept there until after the close of the meeting.



Article 31. Dissolution. Liquidation.

- 31.1. The general meeting may resolve to dissolve the company at the proposal of the board.
- 31.2. In the event that a resolution to dissolve the company is adopted, the liquidation shall be arranged by the board, unless the general meeting appoints one or more other persons as liquidator.
- 31.3. The articles of association shall, as far as possible, remain effective during the process of liquidation.
- 31.4. The liquidation surplus shall be distributed to the shareholders. Only the amount of the mandatory payments of the nominal value of shares shall be taken into account in the calculation of the amount to be distributed on each share. The shareholders may agree unanimously to deviate from the previous sentence.

