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The Board of Directors  
Oyster Industrial Limited  
Level 18, 55 Shortland Street  
Auckland

9 September 2019

## **INVESTIGATING ACCOUNTANT'S INDEPENDENT LIMITED ASSURANCE REPORT ON PROSPECTIVE FINANCIAL INFORMATION**

### **1. Introduction**

We have prepared this Independent Limited Assurance Report (the "Report"), in accordance with our engagement letter dated 30 August 2019, on the Prospective Financial Information of Oyster Industrial Limited ("OIL") for inclusion in the Register Entry to be dated on or about 9 September 2019. The Independent Limited Assurance Report is to be issued in respect of the offer of ordinary shares in OIL (the "Offer").

Expressions defined in the Product Disclosure Statement ("PDS") and OIL's Prospective Financial Information, a reconciliation of non-GAAP to GAAP information, and supplementary financial information ("OIL Prospective Financial Information") have the same meaning in this Report. This report is an Independent Limited Assurance Report and the scope is set out below.

### **2. Scope**

Ernst & Young Transaction Advisory Services Limited ("EYTAS") has been requested to prepare this Report to review the prospective financial information of OIL as set out in the OIL Prospective Financial Information which comprises the:

- ▶ Prospective consolidated statements of comprehensive income of OIL for the period (5 months and 11 days) ending 31 March 2020 and year ending 31 March 2021;
- ▶ Prospective consolidated statements of financial position of OIL as at 31 March 2020 and 31 March 2021;
- ▶ Prospective consolidated statements of changes in equity for the period ending 31 March 2020 and year ending 31 March 2021;
- ▶ Prospective consolidated statements of cash flows of OIL for the period ending 31 March 2020 and year ending 31 March 2021; and
- ▶ Notes and assumptions to these consolidated prospective statements of comprehensive income, changes in equity, financial position and cash flows.

(hereafter, the "Prospective Financial Information").

The Prospective Financial Information is based on the assumptions as outlined on pages 6 to 15 of the OIL Prospective Financial Information.

We disclaim any assumption of responsibility for any reliance on this Report or on the Prospective Financial Information to which this Report relates for any purposes other than the purpose for which it was prepared. This Report should be read in conjunction with the PDS and the OIL Prospective Financial Information.

### **3. Directors' Responsibility for the Prospective Financial information**

The Directors of OIL have prepared and are responsible for the preparation and presentation of the Prospective Financial Information. The Directors are also responsible for the determination of the assumptions that have a reasonable and supportable basis (as required in FRS-42 Prospective Financial Information issued in New Zealand) as set out on pages 6 to 15 of the PFI Supplementary Information.

### **4. Our Responsibility**

You have engaged EYTAS to prepare a report which covers Prospective Financial Information for the period ending 31 March 2020 and the year ending 31 March 2021, including notes and assumptions, a reconciliation of GAAP and non GAAP information, and supplementary financial information included in the *Register Entry for the Offer which can be found at [www.business.govt.nz/disclose](http://www.business.govt.nz/disclose), offer number OFR12721, referred to as "Oyster Industrial Limited Prospective Financial Information"/ PDS.*

Our responsibility is to express a conclusion as a result of our limited assurance engagement on the Prospective Financial Information in accordance with International Standard on Assurance Engagements (New Zealand) 3000, issued by the Council of the New Zealand Institute of Chartered Accountants, applicable to assurance engagements other than audits or reviews of historical financial information.

We have conducted an independent review of the Prospective Financial Information in order to state whether on the basis of the procedures described, anything has come to our attention that would cause us to believe that in all material respects:

- a. The Directors' best-estimate assumptions do not provide a reasonable and supportable basis (as defined in FRS 42) for the preparation of the Prospective Financial Information;
- b. The Prospective Financial Information was not prepared on the basis of the best-estimate assumptions;
- c. The Prospective Financial Information is not presented fairly in accordance with the recognition and measurement principles prescribed in New Zealand Financial Reporting Standards and other mandatory professional reporting requirements in New Zealand, and

the accounting policies adopted by OIL and disclosed in the Prospective Financial Information of OIL as at and for the period ending 31 March 2020 and year ending 31 March 2021 on pages 6 to 18 of the PFI Supplementary Information; and

d. The Prospective Financial Information is unreasonable.

The Prospective Financial Information has been prepared by the Directors to provide investors with a guide to OIL's potential future financial performance, financial position and cashflows based upon the achievement of certain economic, operating, developmental and trading assumptions about future events and actions that have not yet occurred and may not necessarily occur.

There is a considerable degree of subjective judgement involved in the preparation of the Prospective Financial Information. Actual results may vary materially from this Prospective Financial Information and the variation may be materially positive or negative. Accordingly, investors should have regard to the risks set out in Section 8 of the PDS.

Our procedures consisted primarily of enquiry and comparison and other such analytical review procedures we considered necessary so as to form the conclusion set out below.

These procedures do not provide all the evidence that would be required in an audit, thus the level of assurance provided is less than that given in an audit. We have not performed an audit and, accordingly, we do not express an audit opinion on the Prospective Financial Information.

## **5. Review conclusion on Prospective Financial Information**

Based on our review of the Prospective Financial Information, which is not an audit, and based on an investigation of the reasonableness of the Directors' best-estimate assumptions giving rise to the Prospective Financial Information, nothing has come to our attention which causes us to believe that:

- ▶ The Directors' best-estimate assumptions do not provide a supportable and reasonable basis (as defined in FRS 42) for the preparation of the Prospective Financial Information;
- ▶ The Prospective Financial Information was not prepared on the basis of the best-estimate assumptions;
- ▶ The Prospective Financial Information is not presented fairly in accordance with the recognition and measurement principles prescribed in New Zealand Financial Reporting Standards and other mandatory professional reporting requirements in New Zealand, and the accounting policies adopted by OIL disclosed in the Prospective Financial Information of OIL as at and for the period ending 31 March 2019 and year ending 31 March 2020 on pages 1 and 15-17 of the PFI Supplementary Information; and
- ▶ The Prospective Financial Information is unreasonable.

The best-estimate assumptions, set out on pages 6 to 15 of the PFI Supplementary Information are subject to significant uncertainties and contingencies often outside the control of OIL and the Directors. If events do not occur as assumed, actual results achieved and distributions

provided by OIL may vary significantly from the Prospective Financial Information. Accordingly, we do not confirm or guarantee the achievement of the Prospective Financial Information, as future events, by their very nature, are not capable of independent substantiation.

## **6. Restrictions on the Use of our Report**

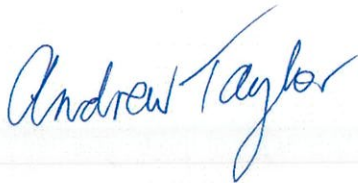
The report is made solely to the Directors of OIL for the inclusion in the Register Entry. To the fullest extent permitted by law we do not accept or assume responsibility to anyone other than the Directors for the conclusions we have formed.

We disclaim any assumption of responsibility for any reliance on this Report or the amounts included in the Prospective Financial Information to which this Report relates for any purpose other than the purpose for which it was prepared. In addition, we take no responsibility for, nor do we report on, any part of the PDS or information in the Register Entry not specifically mentioned in this report.

## **7. Independence or disclosure of interest**

EYTAS does not have any pecuniary interests that could reasonably be regarded as being capable of affecting its ability to give an unbiased conclusion in this matter. EYTAS does not have any interest in the outcome of the Offer other than the preparation of this Report and participation in the Due Diligence in connection with the Offer, for which normal professional fees are being received. We have no relationship or interest in OIL other than the capacities described above.

Yours faithfully



Andrew Taylor

Ernst & Young Transaction Advisory Services Limited