

The Board of Directors
on behalf of
Auction Topco Limited
6TH Floor, The Harlequin Building
65 Southwark Street
London
SE1 0HR

1 February 2021

Dear Sirs/Mesdames

Auction Topco Limited (the “Company”)

We hereby give our consent to the inclusion in the Registration Document of the Company dated 1 February 2021 (the “Registration Document”) of:

- our accountant’s report on the historical financial information of Auction Topco Limited and its subsidiaries, in Part A of Section One of Part VIII;
- our accountant’s report on the historical financial information of Proxibid, Inc and its subsidiaries, in Part A of Section Two of Part VIII; and
- our report relating to the pro forma financial information in Part A of Part IX;

as shown in the final draft of the Registration Document (the cover of which we attach for identification) and being put on public display in accordance with Annex 1 item 21.1 of Commission Delegated Regulation (EU) 2019/980 (the “Prospectus Delegated Regulation”).

Our consent is required by Annex 1 item 1.3 of the Prospectus Delegated Regulation and is given solely for the purpose of complying with that provision and for no other purpose.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside the United Kingdom, including the United States of America, and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Yours faithfully



Deloitte LLP

This document comprises a registration document (the “**Registration Document**”) relating to Auction Topco Limited (the “**Company**”) and together with its subsidiaries, the “**Group**”) prepared in accordance with the Prospectus Regulation Rules of the Financial Conduct Authority of the United Kingdom (“**FCA**”) (the “**Prospectus Regulation Rules**”) made under section 73A of the Financial Services and Markets Act 2000 (“**FSMA**”). This Registration Document has been filed with, and was approved by, the FCA on 1 February 2021, as competent authority under the UK version of Regulation (EU) 2017/1129, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 (the “**Prospectus Regulation**”). This document has not been approved by a competent authority in any EEA member state for the purposes of Regulation (EU) 2017/1129 (the “**EU Prospectus Regulation**”).

The FCA only approves this Registration Document as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the company that is the subject of this Registration Document.

The directors of the Company (the “**Directors**”) and the proposed directors of the Company (the “**Proposed Directors**”), whose names appear on page 34 of this Registration Document, as well as the Company, accept responsibility for the information contained in this Registration Document. To the best of the knowledge of the Directors, the Proposed Directors and the Company, the information contained in this Registration Document is in accordance with the facts and the Registration Document contains no omission likely to affect its import.

This Registration Document should be read in its entirety. See Part 1 “Risk Factors” of this Registration Document for a discussion of certain risks relating to the Company and its business and industry.



Auction Topco Limited

(A private limited company incorporated and registered in England and Wales with registered number 12400807)

No representation or warranty, express or implied, is made and no responsibility or liability is accepted by any person other than the Company, its Directors or its Proposed Directors, as to the accuracy, completeness, verification or sufficiency of the information contained herein and nothing contained in this Registration Document is, or shall be relied upon as, a promise or representation by any of the Company’s advisers or any of their respective affiliates as to the past, present or future. The delivery of this Registration Document shall not, under any circumstances, create any implication that there has been no change in the business or affairs of the Company since the date of this Registration Document or that the information contained herein is correct as at any time subsequent to its date. No person is or has been authorised to give any information or to make any representation not contained in or not consistent with this Registration Document and, if given or made, such information or representation must not be relied upon as having been authorised by the Company. Without limitation, the contents of the website of the Company, including the websites of the Group’s business units, the contents of any website accessible from hyperlinks on the Company’s website or any other website referred to in this Registration Document are not incorporated into, do not form part of this Registration Document and information contained therein should not be relied upon by any person.

This Registration Document may be combined with a securities note and summary to form a prospectus in accordance with the Prospectus Regulation. A prospectus is required before an issuer can offer transferable securities to the public or request the admission of transferable securities to trading on a regulated market. However, this Registration Document, where not combined with a securities note and summary to form a prospectus, does not constitute an offer or invitation to sell or issue, or a solicitation of an offer or invitation to purchase or subscribe for, any securities in the Company in any jurisdiction, nor shall this Registration Document alone (or any part of it), or the fact of its distribution, form the basis of, or be relied upon in connection with, or act as any inducement to enter into, any contract or commitment whatsoever with respect to any offer or otherwise.

The distribution of this Registration Document in certain jurisdictions may be restricted by law. Persons into whose possession this Registration Document comes should inform themselves about and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction. Other than in the United Kingdom, no action has been taken or will be taken to permit the possession or distribution of this Registration Document in any jurisdiction where action for that purpose may be required or where doing so is restricted by law. In the United States, you may not distribute this Registration Document or make copies of it without the Company’s prior written consent other than to people you have retained to advise you in connection with this Registration Document, or persons reasonably believed by the Company to be “qualified institutional buyers” (“**QIBs**”) as defined in Rule 144A under the US Securities Act of 1933, as amended (the “**US Securities Act**”). Accordingly, neither this Registration Document nor any advertisement nor any offering material may be distributed or published in any jurisdiction, other than in the United Kingdom, except under circumstances that will result in compliance with any applicable laws and regulations.

Any securities referred to in this Registration Document have not been and will not be registered under the applicable securities law of Canada, Australia, Japan or the Republic of South Africa and, subject to certain exceptions, may not be offered or sold within Canada, Australia, Japan or the Republic of South Africa or to any national, resident or citizen of Canada, Australia, Japan or the Republic of South Africa.

The securities referred to in this Registration Document have not been and will not be registered under the US Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, in or into the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

The contents of this Registration Document are not to be construed as legal, financial or tax advice. Each recipient of this Registration Document should consult his, her or its own legal, financial or tax adviser for advice.

Certain terms used in this Registration Document are defined in Part XI (*Glossary*) and Part XII (*Definitions*). This Registration Document speaks as at the date hereof.

The date of this Registration Document is 1 February 2021.