

The Board of Directors  
on behalf of Auction Technology Group plc  
6<sup>TH</sup> Floor, The Harlequin Building  
65 Southwark Street  
London  
SE1 0HR

17 February 2021

Dear Sirs/Mesdames

## **Auction Technology Group plc (the “Company”)**

We hereby give our consent to the inclusion in the Prospectus of the Company dated 17 February 2021 (the “Prospectus”) 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 XII;
- our accountant’s report on the historical financial information of Proxibid, Inc and its subsidiaries, in Part A of Section Two of Part XII; and
- our report relating to the pro forma financial information in Part A of Part XIII,

as shown in the final draft of the Prospectus (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”).

We also hereby authorise the contents of the reports referred to above included in the Prospectus for the purposes of Prospectus Regulation Rule 5.3.2R(2)(f)

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

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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take you are recommended to seek your own financial advice immediately from an independent financial adviser who specialises in advising on shares or other securities and who is authorised under the Financial Services and Markets Act 2000.**

This document constitutes a prospectus (the “**Prospectus**”) for the purposes of Article 3 of 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**”), relating to Auction Technology Group plc (the “**Company**”) prepared in accordance with the Prospectus Regulation Rules (the “**Prospectus Regulation Rules**”) of the Financial Conduct Authority (the “**FCA**”) made under section 73A of the Financial Services and Markets Act 2000, as amended (the “**FSMA**”). A copy of this Prospectus has been filed with, and approved on 17 February 2021, by the FCA as competent authority under the Prospectus Regulation, and has been made available to the public in accordance with the Prospectus Regulation Rules. This document does not constitute a prospectus for the purposes of any offer of shares in any EEA member state and 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 Prospectus 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, or the quality of the securities that are, the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the securities.

Applications have been made (i) to the FCA, in its capacity as competent authority under FSMA, for all of the ordinary shares of 0.01 pence each in the share capital of the Company issued and to be issued pursuant to the Offer (“**Shares**”), to be admitted to the premium listing segment of the Official List of the FCA and (ii) to London Stock Exchange plc (the “**London Stock Exchange**”) for all of the Shares to be admitted to trading on the London Stock Exchange’s main market for listed securities (the “**Main Market**”) (together, “**Admission**”). The London Stock Exchange is a regulated market for the purposes of the Prospectus Regulation. Conditional dealings in the Shares are expected to commence on the Main Market at 8.00 a.m. on 23 February 2021. It is expected that Admission will become effective and that unconditional dealings in the Shares will commence on 26 February 2021. Dealings on the London Stock Exchange before Admission will only be settled if Admission takes place. **All dealings in Shares prior to the commencement of unconditional dealings will be at the sole risk of the parties concerned. No application is currently intended to be made for Shares to be admitted to listing or dealing on any other exchange.**

The Company, each of the directors of the Company (the “**Directors**”) and each of the proposed directors of the Company (the “**Proposed Directors**”), whose names appear on page 51 of this Prospectus, accept responsibility for the information contained in this Prospectus. To the best of the knowledge of the Company, the Directors and the Proposed Directors, the information contained in this Prospectus is in accordance with the facts and this Prospectus makes no omission likely to affect the import of such information.

**Prospective investors should read the entirety of this Prospectus and, in particular, the section entitled “Risk Factors” for a discussion of certain risks and other factors that should be considered in connection with any investment in Shares.** Prospective investors should be aware that an investment in Shares involves a degree of risk and that, if some or all of the risks described in the Prospectus were to occur, investors may find their investment is materially adversely affected. Accordingly, an investment in the Shares is only suitable for investors who are particularly knowledgeable in investment matters and who are able to bear the loss of the whole or part of their investment.



## Auction Technology Group plc

*(A public limited company incorporated and registered in England and Wales with registered number 13141124)*

**Offer of up to 45,463,254 Shares of 0.01p each  
at an offer price of 600 pence per Share**

**Admission of the Shares to the premium listing segment of the Official List and to trading on the London Stock Exchange’s Main Market for listed securities**

**Sponsor, Joint Global Co-Ordinator and  
Joint Bookrunner**

**Numis Securities Limited**

**Joint Global Co-Ordinator, Joint Bookrunner  
and Stabilising Manager**

**J.P. Morgan Cazenove**

### SHARE CAPITAL IMMEDIATELY FOLLOWING ADMISSION

Issued and fully paid Shares

<u>Nominal Value</u>	<u>Number<sup>(1)</sup></u>
0.01p	100,000,000

(1) Assuming that the maximum number of Shares subject to the Offer is subscribed for.