



The directors (the “**Directors**”)  
Bridgepoint Group plc  
95 Wigmore Street  
London  
W1U 1FB

J.P. Morgan Securities plc  
25 Bank Street  
Canary Wharf  
London  
United Kingdom  
E14 5JP

21 July 2021

Dear Ladies and Gentlemen

**Bridgepoint Group plc (the “Company” and, together with its subsidiaries, the “Group”)**

We report on the financial information of the Group for the years ended 31 December 2018, 31 December 2019 and 31 December 2020 and for the three months ended 31 March 2021 set out in section B of Part XIV of the prospectus dated 21 July 2021 (the “**Prospectus**”) of the Company (the “**Group Financial Information Table**”).

This report is required by item 18.3.1 of Annex 1 to the PR Regulation and is given for the purpose of complying with that item and for no other purpose.

We have not audited or reviewed the financial information for the three months ended 31 March 2020 which has been included for comparative purposes only, and accordingly do not express an opinion thereon.

**Opinion on financial information**

In our opinion, the Group Financial Information Table gives, for the purposes of the Prospectus, a true and fair view of the state of affairs of the Group as at the dates stated and of its profits, cash flows and statement of changes in equity for the years ended 31 December 2018, 31 December 2019 and 31 December 2020 and for the three months ended 31 March 2021 in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006.

**Conclusions Relating to Going Concern**

We are required to report if we have anything material to add or draw attention to in respect of the Directors’ statement in the Group Financial Information Table about whether the Directors considered it appropriate to adopt the going concern basis of accounting in preparing the Group Financial Information Table and the Directors’ identification of any material uncertainties to the Group’s ability to continue as a going concern over a period of at least twelve months from the date of this Prospectus.

We have nothing material to add or to draw attention to.

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## **Responsibilities**

The Directors of the Company are responsible for preparing the Group Financial Information Table in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006.

It is our responsibility to form an opinion on the Group Financial Information Table and to report our opinion to you.

Save for any responsibility which we may have to those persons to whom this report is expressly addressed and for any responsibility arising under item 5.3.2R(2)(f) of the Prospectus Regulation Rules of the Financial Conduct Authority to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with item 1.3 of Annex 1 to the PR Regulation, consenting to its inclusion in the Prospectus.

## **Basis of Preparation**

The Group Financial Information Table has been prepared for inclusion in the Prospectus of the Company on the basis of the accounting policies set out in note 1 to the Group Financial Information Table.

## **Basis of opinion**

We conducted our work in accordance with the Standards for Investment Reporting issued by the Financial Reporting Council (“**FRC**”) in the United Kingdom. We are independent in accordance with the FRC’s Ethical Standard as applied to Investment Circular Reporting Engagements and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our work included an assessment of evidence relevant to the amounts and disclosures in the Group Financial Information Table. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity’s circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

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



**Declaration**

For the purposes of item 5.3.2R(2)(f) we are responsible for this report as part of the Prospectus and declare that, to the best of our knowledge, the information contained in this report is in accordance with the facts and that the report makes no omission likely to affect its import. This declaration is included in the Prospectus in compliance with item 1.2 of Annex 1 to the PR Regulation.

Yours faithfully

A handwritten signature in black ink that reads 'PricewaterhouseCoopers LLP'. The signature is written in a cursive style and is positioned to the left of a vertical line.

PricewaterhouseCoopers LLP  
Chartered Accountants