

The Directors  
Zeal Network SE  
5<sup>th</sup> Floor - One New Change  
London  
EC4M 9AF

21 December 2018

Dear Sirs

We hereby give our consent to the publication in the whitewash circular dated 21 December 2018 issued by Zeal Network SE of our letter relating to the profit forecast for the year ending 31 December 2018 dated 19 November 2018, and our letter relating to the quantified financial benefits statement dated 19 November 2018 in the form and context in which they are included, as shown in the enclosed proof of the whitewash circular which we have signed for identification.

Yours faithfully



Ernst & Young LLP

## Rule 27.2 (d) (ii) Confirmation

The Directors  
ZEAL Network SE  
5<sup>th</sup> Floor – One New Change  
London  
EC4M 9AF

21 December 2018

Dear Sirs

In accordance with our engagement agreement dated 15 November 2018 (the “Agreement”), we provide the confirmation provided below. Terms in this letter will have the same meaning as defined in the Agreement.

We hereby confirm, solely for purposes of Rule 27.2 (d) (ii) of the City Code on Takeovers and Mergers (the “Takeover Code”) that our reports on quantified financial benefits statement and profit forecast made by the Company, included in the Announcement dated 19 November 2018 issued by the Company, continue to apply.

### Use and distribution of this letter

This letter is prepared for the purpose set out in the Agreement and may only be used and disclosed, quoted, or referred to on the basis set out therein.

Ernst & Young only accepts responsibility to the addressees of this letter on the basis of the Agreement and assumes no responsibility whatsoever in respect of or arising out of or in connection with the contents of this letter to parties other than yourselves. If other parties choose to rely in any way on the contents of this letter they do so entirely at their own risk.

Yours faithfully



Ernst & Young LLP