

THIS SUPPLEMENTARY PROSPECTUS 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 comprises a supplementary prospectus for the purposes of Article 23 of the UK version of Regulation (EU) 2017/1129, which forms part of UK law by virtue of the European Union (Withdrawal) Act 2018 (the “**Prospectus Regulation**”), relating to Marwyn Acquisition Company II Limited (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 (“**FSMA**”) (the “**Supplementary Prospectus**”). This Supplementary Prospectus is supplemental to, and must be read in conjunction with, the prospectus published by the Company on 1 July 2024 (“**Original Prospectus**”). A copy of this Supplementary Prospectus has been filed with, and approved on 3 September 2024 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 Supplementary Prospectus 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 Supplementary 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.

Any statement contained in the Original Prospectus shall be modified and superseded to the extent that a statement contained in this Supplementary Prospectus modifies or supersedes such statement. Except as expressly stated herein, or unless the context requires otherwise, the definitions used in Part XIV (Definitions) of the Original Prospectus apply to this Supplementary Prospectus. To the extent there is any inconsistency between a statement or defined term in this Supplementary Prospectus and the Original Prospectus, the statement or defined term in this Supplementary Prospectus will prevail.

The Company and each of the Directors, whose names appear on page 42 of the Original Prospectus, accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge of the Company and the Directors, the information contained in this Supplementary Prospectus is in accordance with the facts and this Supplementary Prospectus makes no omission likely to affect its import.

You should read the whole of this Supplementary Prospectus (including the documents incorporated herein by reference) and the Original Prospectus (including the documents incorporated therein by reference). In particular, your attention is drawn to the section of the Original Prospectus entitled “Risk Factors” beginning on page 13 of the Original Prospectus, which you should read in full.

Marwyn Acquisition Company II Limited

(Incorporated and registered in the British Virgin Islands with number 2040956)

Re-admission of the Ordinary Shares, as enlarged by the Consideration Shares, to the equity shares (transition) category of the Official List and to trading on the Main Market

The Ordinary Shares are currently listed on the equity shares (shell companies) category of the Official List and traded on the main market for listed securities (the “**Main Market**”). As the Acquisition is classified as a reverse takeover under the UKLRs, upon completion of the Acquisition (“**Completion**”) the admission of all the Ordinary Shares in issue immediately prior to Completion to the Official List and to trading on the Main Market will be cancelled and applications will be made to the FCA and

the London Stock Exchange, respectively, for readmission of those Ordinary Shares, including the Consideration Shares, to the equity shares (transition) category of the Official List and to trading on the Main Market ("**Re-Admission**"). It is expected that Re-Admission will become effective, and that dealings in the Ordinary Shares will commence, at 8.00 a.m. on the day of Completion (whereupon an announcement will be made by the Company to a Regulatory Information Service). Please see the section of the Original Prospectus entitled "Consequences of the Company's anticipated listing categories on the Official List" on pages 33 to 36 of the Original Prospectus for further information in relation to the listing categories of the Ordinary Shares on the Official List.

As the Company is admitted to the equity shares (shell companies) category of the Official List, it is not eligible for inclusion in FTSE indices. Following Re-Admission as the Company will be admitted to the equity shares (transition) category of the Official List, it is not eligible for inclusion in FTSE indices.

Panmure Liberum Capital Limited ("**Panmure Liberum**") is authorised and regulated in the United Kingdom by the FCA and is acting as financial adviser and joint bookrunner for the Company and no one else in connection with the Offer, the contents of this Supplementary Prospectus and the Original Prospectus or any other matters described in this Supplementary Prospectus or the Original Prospectus. Panmure Liberum will not regard any other person as its client in relation to the Offer, the contents of this Supplementary Prospectus or the Original Prospectus or any other matters described in this Supplementary Prospectus or the Original Prospectus and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice to any other person in relation to the Offer, the contents of this Supplementary Prospectus, the Original Prospectus or any other matters referred to in this Supplementary Prospectus or the Original Prospectus.

This Supplementary Prospectus is being issued by and is the sole responsibility of the Company. No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by or on behalf of the Bookrunners (apart from the responsibilities or liabilities that may be imposed by FSMA or the regulatory regime established thereunder) and/or by any of their affiliates and/or any of their Representatives as to, or in relation to, the accuracy, adequacy, fairness or completeness of this Supplementary Prospectus, the Original Prospectus or any other written or oral information made available to or publicly available to any interested party or their respective advisers or any other statement made or purported to be made by or on behalf of the Bookrunners and/or any of their affiliates and/or by any of their Representatives in connection with the Company, the New Ordinary Shares, the Ordinary Shares or the Offer and any responsibility and liability whether arising in tort, contract or otherwise therefore is expressly disclaimed. No representation or warranty, express or implied, is made by the Bookrunners and/or any of their affiliates and/or any of their Representatives as to the accuracy, fairness, verification, completeness or sufficiency of the information or opinions contained in this Supplementary Prospectus, the Original Prospectus or any other written or oral information made available to or publicly available to any interested party or their respective advisers, and any liability therefore is expressly disclaimed.

NOTICE TO DISTRIBUTORS – UK PRODUCT GOVERNANCE

Solely for the purposes of the product governance requirements of Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK Product Governance Requirements**"), and/or any equivalent requirements elsewhere to the extent determined to be applicable, and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the UK Product Governance Requirements) may otherwise have with respect thereto, the New Ordinary Shares have been subject to a product approval process, which has determined that such New Ordinary Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in Chapter 3 of the FCA Handbook Conduct of Business Sourcebook; and (ii) eligible for distribution through all permitted distribution channels (the "**MAC II Market Assessment**"). Notwithstanding the MAC II Market Assessment, "distributors" (for the purposes of the UK Product Governance Requirements) should note that: the price of the New Ordinary Shares may decline and investors could lose all or part of their investment; the New Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the New Ordinary Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The MAC II Market Assessment is without prejudice to any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that,

notwithstanding the MAC II Market Assessment, the Bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the MAC II Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of Chapter 9A or 10A respectively of the FCA Handbook Conduct of Business Sourcebook; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the New Ordinary Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the New Ordinary Shares and determining appropriate distribution channels.

NOTICE TO DISTRIBUTORS – EU PRODUCT GOVERNANCE

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”) and/or any equivalent requirements elsewhere to the extent determined to be applicable, and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements and/or any equivalent requirements elsewhere to the extent determined to be applicable) may otherwise have with respect thereto, the New Ordinary Shares have been subject to a product approval process, which has determined that the New Ordinary Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “**MAC II EU Market Assessment**”). Notwithstanding the MAC II EU Market Assessment, distributors should note that: the price of the New Ordinary Shares may decline and investors could lose all or part of their investment; the New Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the New Ordinary Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The MAC II EU Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer.

For the avoidance of doubt, the MAC II EU Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the New Ordinary Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the New Ordinary Shares and determining appropriate distribution channels.

NOTICE TO OVERSEAS INVESTORS

This Supplementary Prospectus and the Original Prospectus do not constitute an offer of, or the solicitation of an offer to subscribe for or buy, any Ordinary Shares to any person in any jurisdiction. The distribution of this Supplementary Prospectus in certain jurisdictions may be restricted by law. Other than in the United Kingdom, no action has been or will be taken by the Company to permit an issue of any Ordinary Shares or to permit the possession or distribution of this Supplementary Prospectus (or any other issuing of publicity materials relating to the Ordinary Shares) in any jurisdiction where action for that purpose may be required or where to do so may be unlawful. Neither this Supplementary Prospectus, any advertisement nor any other material relating to it may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Supplementary Prospectus comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Offer disclaim any responsibility or liability for the violation of any such restrictions by any person.

None of the Ordinary Shares may be offered in or into any Restricted Jurisdiction or to or for the account or benefit of any national, resident or citizen of a Restricted Jurisdiction. Any persons (including, without limitation, custodians, nominees and trustees) who have a contractual or other legal obligation to forward this Supplementary Prospectus or any accompanying document into a Restricted Jurisdiction should seek appropriate advice before taking any such action. Accordingly, neither this Supplementary Prospectus, the Original Prospectus nor any advertisement nor any other offering material may be distributed or published in any Restricted Jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Supplementary Prospectus comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Offer disclaim any responsibility or liability for the violation of such requirements by any person.

This Supplementary Prospectus is dated 3 September 2024.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

All times shown are London times unless otherwise stated. All dates and times are based on the current expectations of the Company and are subject to change. They will depend, among other things, upon the date on which all outstanding Conditions are satisfied or (where applicable) waived. If any of the dates and/or times in this expected timetable change, the revised dates and/or times will be notified to Shareholders by announcement through a Regulatory Information Service.

Event	Time and/or date
Publication of the Original Prospectus	1 July 2024
Date of Admission (including admission of the Conversion Shares) and commencement of dealings in the new Ordinary Shares and Conversion Shares on the London Stock Exchange	8.00 a.m. 4 July 2024
Publication of this Supplementary Prospectus	3 September 2024
Expected date of Completion	Anticipated to be Q3 / early Q4 2024
Cancellation of the listing of the Ordinary Shares (including the New Ordinary Shares and the Conversion Shares) on the London Stock Exchange	8 a.m. on the date of Completion
Admission of the Consideration Shares	8 a.m. on the date of Completion
Re-Admission of the Ordinary Shares	8 a.m. on the date of Completion
Despatch of definitive certificates in respect of the Consideration Shares (where applicable)	By no later than 14 days after Re-Admission

EVENTS ARISING SINCE PUBLICATION OF THE ORIGINAL PROSPECTUS

This Supplementary Prospectus is being published in relation to the Acquisition. This Supplementary Prospectus is a regulatory requirement under Article 23 of the Prospectus Regulation and is being published, amongst other things, in respect of the audited financial information of the Company for the financial year ended 30 June 2024 ("2024 Annual Report"). This Supplementary Prospectus has been approved for publication by the FCA.

Significant New Factors

1 Summary

As a result of the publication of the 2024 Annual Report, the summary key financial information in respect of the Company contained on pages 7 and 8 of the Original Prospectus is hereby supplemented as follows:

Section B(2) – What is the key financial information regarding the issuer?

The Company

The tables below set out the selected audited historical financial information of the Company for the financial years ended 30 June 2024, 30 June 2023 and 30 June 2022 which have been extracted without material adjustment from the Company's published financial statements.

Consolidated Statement of Comprehensive Income

	Year ended 30 June 2022 (audited) £'s	Year ended 30 June 2023 (audited) £'s	Year ended 30 June 2024 (audited) £'s
Total Revenue	Nil	Nil	Nil
Total Operating loss	(1,314,001)	(3,526,278)	(3,909,470)
Loss for the year before tax	(1,934,518)	(3,527,899)	(2,971,103)
Net loss for the year	(1,934,518)	(3,527,899)	(2,971,103)
Total comprehensive loss for the year	(1,934,518)	(3,527,899)	(2,971,103)
Loss per share			
Basic and diluted	(0.1523)	(0.2778)	(0.2339)

Consolidated Balance Sheet

	As at 30 June 2022 (audited) £'s	As at 30 June 2023 (audited) £'s	As at 30 June 2024 (audited) £'s
Total assets	11,059,558	8,019,068	7,531,434
Total equity	8,247,216	4,749,829	1,832,896
Total liabilities	2,812,342	3,269,239	5,698,538
Total equity and liabilities	11,059,558	8,019,068	7,531,434

Consolidated Statement of Cash Flows

	For the year ended 30 June 2022 (audited) £'s	For the year ended 30 June 2023 (audited) £'s	For the year ended 30 June 2024 (audited) £'s
Net cash flows used in operating activities	(2,062,672)	(2,741,529)	(2,315,068)
Net cash flows received from investing activities	14,483	252,379	359,367
Net cash flows received from financing activities	47,000	18,400	633,728
Cash and cash equivalents at the end of the year	10,254,198	7,783,448	6,461,475

2 Historical Financial Information of the MAC II Group

- 2.1 As a result of the publication of the 2024 Annual Report, Part III (*Historical Financial Information of the Company*) of the Original Prospectus shall be deleted and replaced with the following:

"The historical financial information of the MAC II Group (including the notes to the historical financial information) for the financial years ended 30 June 2022, 30 June 2023 and 30 June 2024 is incorporated by reference into, and forms part of, this Part III (Historical Financial Information of the Company) of this Prospectus. The historical financial information of the MAC II Group has been prepared in accordance with IFRS. For a cross-reference list of the relevant sections of such documents being incorporated by reference into this Prospectus, refer to Part A (Historical financial information in respect of MAC II Group) of Part XIII (Information Incorporated by Reference) of this Prospectus. "

- 2.2 By virtue of this Supplementary Prospectus, the information set out below shall supplement Part A (*Historical financial information of the MAC II Group*) of Part XIII (*Information Incorporated by Reference*) of the Original Prospectus with the addition of the following:

Annual Report and Financial Statements for the year ended 30 June 2024

https://lufax.q4cdn.com/702552506/files/doc_presentation/2024/08/Annual-Report-and-Audited-Consolidated-Financial-Statements-for-the-year-ended-30-June-2024.pdf

The following pages are incorporated by reference from the 2024 Annual Report:

Information	Pages
Independent Auditor's Report	11-14
Consolidated Statement of Comprehensive Income	15
Consolidated Statement of Financial Position	16
Consolidated Statement of Changes in Equity	17
Consolidated Statement of Cash Flows	18
Notes to the Consolidated Financial Statements	19-37

3 Operating and Financial Review of the Company

- 3.1 As a result of the publication of the 2024 Annual Report, the first paragraph of Part IV (*Operating and Financial Review of the Company*) of the Original Prospectus shall be deleted and replaced with the following:

"The operating and financial review of the MAC II Group should be read in conjunction with the section of this Prospectus entitled "Risk Factors", Part A (The Company) of Part II (Information on the Company, InvestAcc and Regulatory Overview), Part C (Regulatory Overview) of Part II (Information on the Company, InvestAcc and Regulatory Overview), the 2024 Annual Report, the 2023 Annual Report and the 2022 Annual Report, which are incorporated into this Prospectus by reference as explained in Part A (Historical financial information in respect of the MAC II Group) and Part B (Operating and Financial Review in respect of the MAC II Group) of Part XIII (Information Incorporated by Reference)."

- 3.2 As a result of the publication of the 2024 Annual Report, the paragraphs headed "Summary of Cash Flows" of Part IV (*Operating and Financial Review of the Company*) and "Accounting Policies" of the Original Prospectus shall be deleted and replaced with the following:

"Summary of Cash Flows

The summary of cash flows relating to the MAC II Group is set out below and is extracted without material adjustment from audited reports and consolidated accounts of the Company prepared under IFRS for the financial years ended 30 June 2022, 30 June 2023 and 30 June 2024:

Consolidated Statement of Cash Flows

	For the year ended 30 June 2022 (audited) £'s	For the year ended 30 June 2023 (audited) £'s	For the year ended 30 June 2024 (audited) £'s
Net cash flows used in operating activities	(2,062,672)	(2,741,529)	(2,315,068)
Net cash flows received from financing activities	47,000	18,400	633,728
Cash and cash equivalents at the end of the year	10,254,198	7,783,448	6,461,475

The Company's operating cash flow for the financial year ended 30 June 2023 was negative £2,741,529 and for the financial year ended 30 June 2024 was negative £2,315,068. This compares to the Company's underlying loss before tax for the financial year ended 30 June 2023 of £3,527,899 and for the financial year ended 30 June 2024 of £2,971,103.

Accounting Policies

Critical accounting policies are those policies that require the application of the Company's management's most challenging, subjective or complex judgements, often as a result of the need to make estimates about the effect of matters that are inherently uncertain and may change in subsequent periods. Critical accounting policies involve judgements and uncertainties that are sufficiently sensitive to result in materially different results under different assumptions and conditions. A detailed description of certain of the main

accounting policies used in preparing the Company's historical financial information is set forth in Note 2 to the Company's consolidated audited financial statements for the financial year ended 30 June 2024, which are incorporated by reference into this Original Prospectus as described in Part A (*Historical financial information in respect of the MAC II Group*) of Part XIII (*Information Incorporated by Reference*) of this Original Prospectus (as supplemented by the Supplementary Prospectus)."

- 3.3 By virtue of this Supplementary Prospectus, the information set out below shall supplement Part B (*Operating and Financial Review in respect of the MAC II Group*) of Part XIII (*Information Incorporated by Reference*) of the Original Prospectus with the addition of the following:

Annual Report and Financial Statements for the year ended 30 June 2024

https://lufax.g4cdn.com/702552506/files/doc_presentation/2024/08/Annual-Report-and-Audited-Consolidated-Financial-Statements-for-the-year-ended-30-June-2024.pdf

The following pages are incorporated by reference from the 2024 Annual Report:

Information	Pages
Management Report	2-8

4 Directors and Senior Managers

- 4.1 As a result of the appointment of Allan Dibble, which will take effect on 23 September 2024, and James Keely, whose appointment took effect on 20 August 2024, the following text is in addition to paragraph 10 of Part X (*Directors, Senior Management and Corporate Governance*) of the Original Prospectus:

(a) **Proposed Senior Managers**

Following Completion, in addition to Nick Gardner, Allan Dibble (the Chief Commercial Officer of the Company) and James Keely (the Chief Risk Officer of the Company) (Allan Dibble and James Keely together, the "**Additional Proposed Senior Managers**") will form the Senior Management of the Enlarged Group.

Allan Dibble previously served as Group Head of Transactions & Transitions at the Phoenix Group. Allan brings over twenty years of experience leading M&A, post-merger integrations, and strategic transformations in financial services, primarily in the life insurance, savings and retirement sectors.

James Keely was previously the Chief Risk Officer at Curtis Banks Group plc until January 2024. James was the FCA approved person for Risk, Compliance and the Money Laundering Reporting Officer for the regulated entities within the Curtis Banks Group, three FCA approved pension providers and a PRA/FCA dual regulated insurance company. James has over twenty years of experience in senior risk, governance and regulatory roles within the financial services sector, including significant involvement in various mergers and acquisitions of pension providers.

(b) **Interest in Shares**

The Additional Proposed Senior Managers do not have any interests, whether beneficial or non-beneficial, in the share or loan capital of the Company or any of its subsidiary undertakings.

(c) **Additional Proposed Senior Managers' directorships**

As at the date of this Supplementary Prospectus, save as set out below, the Additional Proposed Senior Managers have not held any directorships of any other company or been a partner in any partnership at any time in the five years preceding the date of this document:

Name	Company or Partnership	Current / past
James Keely	Tower Pension Trustees (S-B) Limited	Past
	SPS Trustees Ltd	Past
	Tower Pension Trustees Limited	Past
	Bridgewater Pension Trustees Limited	Past
	Suffolk Life Trustees Limited	Past
	SLA Property Company Limited	Past
	Colston Trustees Limited	Past
	Crescent Trustees Limited	Past
	Temple Quay Pension Trustees Limited	Past
	Montpelier Pension Trustees Limited	Past
	EPPL P1056 Limited	Past

(d) **Confirmations in respect of the Additional Proposed Senior Managers**

- (i) Save as disclosed below, during the last five years, the Additional Proposed Senior Managers have not:
- (A) had any convictions in relation to fraudulent offences;
 - (B) been associated with any bankruptcy, receivership or liquidation while acting in the capacity of a member of the administrative, management or supervisory body or senior management of any company;
 - (C) been subject to any official public incrimination and/or sanction by statutory or regulatory authorities (including designated professional bodies);
 - (D) been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of any issuer or from acting in the management or conduct of the affairs of any issuer;
 - (E) been a partner in a partnership which, while he was a partner or within 12 months of his ceasing to be a partner, was put into compulsory liquidation or administration or which entered into any partnership or voluntary arrangement, or had a receiver appointed over any partnership asset;
 - (F) had a receiver appointed with respect to any assets belonging to each of them; or

- (G) been a director of a company which has been placed in receivership, compulsory liquidation, creditors' voluntary liquidation or administration or which entered into any company voluntary arrangement or any composition or arrangement with its creditors generally or any class of creditors, at any time during which he was a director of that company or within 12 months after his ceasing to be a director.
- (ii) James Keely was appointed as a director of Crescent Trustees Limited on 5 September 2022 and resigned on 31 January 2024. Crescent Trustees Limited was placed into receivership on 23 November 2023.

5 No Significant Change

As a result of the publication of the 2024 Annual Report, the statement contained at paragraph 13.1 of Part XII (*Additional Information*) of the Original Prospectus shall be deleted and replaced with the following statement:

"Save for Admission, there has been no significant change in the financial position or financial performance of the MAC II Group since 30 June 2024, the most recent date to which financial information has been prepared and published."

6 Information Incorporated by Reference

Those parts of the 2024 Annual Report referred to at paragraph 2.2 and 3.3 of this Supplementary Prospectus which have previously been published shall be deemed to be incorporated by reference into, and form part of, this Supplementary Prospectus. Only certain parts of the 2024 Annual Report set out in the table at paragraph 2.2 and 3.3 of this Supplementary Prospectus are incorporated into, and form part of, this Supplementary Prospectus. Where certain parts only of a document have been incorporated by reference into this Supplementary Prospectus the other parts of those documents which have not been expressly stated to be incorporated are either not relevant or are covered elsewhere in this Supplementary Prospectus.

To the extent that any document or information incorporated by reference to this Supplementary Prospectus itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this Supplementary Prospectus for the purposes of the Prospectus Regulation Rules except where such information or documents are stated within this Supplementary Prospectus as specifically being incorporated by reference or where this Supplementary Prospectus is specifically defined as including such information.

Any statement contained in a document which is deemed to be incorporated by reference into this Supplementary Prospectus shall be deemed to be modified or superseded for the purpose of this Supplementary Prospectus to the extent that a statement contained in this Supplementary Prospectus (or in a later document which is incorporated by reference into this Supplementary Prospectus) modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Supplementary Prospectus.

7 Definitions

A new definition shall be inserted in Part XIV – Definitions of the Original Prospectus following the definition for "2023 Annual Report" as follows:

"2024 Annual Report"

the annual report and audited accounts of the Company for the year ended 30 June 2024 (which includes MAC II Group's audited historical consolidated financial statements for the year ended 30 June 2024)

8 Additional Information

- 8.1 Copies of this Supplementary Prospectus and the 2024 Annual Report are available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the offices of the Company at 11 Buckingham Street, London WC2N 6DF, United Kingdom and on the Company's website at <https://www.marwynac2.com/> for a period of 12 months from the date of this Supplementary Prospectus.
- 8.2 The Company and each of the Directors, whose names appear in paragraph 5.1 of Part X (*Directors, Senior Management and Corporate Governance*) of the Original Prospectus, accept responsibility for the information contained in this Supplementary Prospectus. To the best knowledge of the Company and the Directors, the information contained in this Supplementary Prospectus is in accordance with the facts and this Supplementary Prospectus makes no omission likely to affect its import.
- 8.3 Save as disclosed in this Supplementary Prospectus:
- (a) no other significant new factor, material mistake or material inaccuracy relating to information included in the Original Prospectus has arisen or been noted, as the case may be since the publication of the Original Prospectus; and
 - (b) there has been no change to the information provided in Part XII (*Additional Information*) of the Original Prospectus in respect of each Director since the publication of the Original Prospectus.
- 8.4 In the event of any inconsistency between the Original Prospectus and this Supplementary Prospectus, this Supplementary Prospectus shall prevail.

3 September 2024