

**Rothschild & Co Continuation Finance B.V.
Amsterdam, the Netherlands**

Annual report 2025

Rothschild & Co Continuation Finance B.V.
Basisweg 10
1043 AP Amsterdam
The Netherlands
Chamber of Commerce: 24151956

Rothschild & Co Continuation Finance B.V.

Annual report 2025

Table of contents

	Page
Directors' report	2
Financial statements	
Balance sheet as at 31 December 2025	4
Income statement for the year 2025	5
Cash flow statement for the year 2025	6
Notes to the financial statements	7
Notes to the balance sheet	10
Notes to the income statement	14
Other notes	15
Other information	
Reference to the auditor's opinion	16
Provisions of the Articles of Association relating to profit appropriation	16

Rothschild & Co Continuation Finance B.V.

Annual report for the year 2025

Directors' report

General

Management hereby presents to the shareholder the annual report of Rothschild & Co Continuation Finance B.V. (the "Company") for the year 2025.

Activities

During the period under review, activities and results of the Company developed in line with expectations.

The Company's purpose is to act as a finance company for Rothschild & Co S.C.A. and its subsidiaries (the "Rothschild & Co Group" or the "Group"). It has issued a few years ago two tranches of Floating Rate Notes (the "Notes") of which one tranche in the amount of USD 45,000,000 was repaid in January 2015. The outstanding amount of the Notes as at 31 December 2025 amounts to USD 200,000,000 (2024: USD 200,000,000). The proceeds of the notes issue have been lent to companies in the Group. The Company has not developed any additional finance activities during this financial year.

The interest payments on the debt have been referenced to USD Libor. Following the cessation of Libor on the 30 June 2023 (and the cessation of synthetic Libor on 30 September 2024), the Agent bank was no longer able to determine the rate of interest. The Trustee has therefore determined the rate in accordance with the terms of the Notes, after appointing an independent financial adviser to provide guidance as to the fair and reasonable replacement reference rate. The recommendation was that the replacement reference rate should be 6-month Term SOFR plus the spread adjustment of 0.42826% p.a. This was implemented pursuant to a Deed of Amendment dated 17 March 2025.

The margin on the loans granted against the notes proceeds stands at 0.167%. Additionally, the Company has entered into a Limited Recourse Guarantee Agreement ("LRGA") with the note guarantor, Rothschild & Co Continuation Limited, to limit the risk of the Company to EUR 2,000,000.

The Company did not undertake any research and development activities during the financial year. Accordingly, no expenses or capitalised costs relating to R&D have been recognised.

Financial developments

The Company's financial position and results remained stable during the year, with no significant financial developments other than the expected profit and corresponding increase in equity.

The equity of the Company as at 31 December 2025 amounts to EUR 2,677,533 (31 December 2024: EUR 2,568,724). The result for the year 2025 amounts to a profit of EUR 108,809 (2024: EUR 240,795 profit).

Changes in management

During the year no changes occurred in the management of the Company.

Financial instruments

The Company's loan assets and loan liabilities are denominated in the same currency. The interest rates are related meaning that a fixed positive margin applies. Interest payment dates are the same for both asset and liability loans. Therefore the need for financial instruments to cover currency or interest rate exposures does not exist. Hence the Company is not engaged in any financial instruments covering such risks.

Rothschild & Co Continuation Finance B.V.

Annual report for the year 2025

Risk management

The principal risk of the Company is credit risk as the proceeds of the notes have been on lent to Group companies and are guaranteed by note guarantor, Rothschild & Co Continuation Limited, a company within the Group. The Company is therefore dependent on the Group to meet its obligations under the notes. The Group companies continue to be in a position to meet their obligations and geopolitical and economic events are not considered to have materially altered this. As there is a LRGA in place, the risk of the Company is limited to EUR 2 million.

Foreign exchange, market and liquidity risk is not material as the notes and loans are borrowed and lent substantially on the same terms. This ensures the Company has minimal risk in line with its risk appetite.

The Board has implemented proportionate controls to safeguard the integrity of financial reporting and to prevent and detect fraud. Given the limited nature of the Company's activities, fraud risk is considered low, but controls are reviewed periodically.

Audit committee

The audit committee function for the Company has been assumed by the audit committee of Rothschild & Co S.C.A., incorporated and domiciled in France, which controls the Company. The Rothschild & Co S.C.A. audit committee meets at least four times a year. It considers the Company's accounts on one of those four occasions. Members of the Rothschild & Co S.C.A. audit committee are:

- Sir Peter Estlin, Chairman;
- Groupe Industriel Marcel Dassault, represented by Olivier Costa de Beauregard;
- Lord Mark Sedwill; and
- Véronique Weill.

Future outlook

No material change in activities is contemplated for the coming year. It is expected that the result will be in line with that of the reporting period. Furthermore, management has no current plans which would have a significant influence on expectations concerning future activities, investments, financing, staffing and profitability.

Statement as required under Article 5:25c paragraph 2-c of the Financial Markets Supervision Act

The financial statements provide to the best of our knowledge a true and fair view of the Company's assets and liabilities, financial position, result for the year and give a fair view of the activities and developments of the business during the year 2025. Material risks, if any, are properly disclosed.

Subsequent events

Management is not aware of any significant events that have occurred since the balance sheet date that were not included in the financial statements for the year 2025.

Amsterdam, 31 March 2026

Managing directors,

P.W. Barbour
(Managing Director)

R.A.F. Zee
(Managing Director)

E. Heysman
(Managing Director)

Rothschild & Co Continuation Finance B.V.

Annual report 2025

Balance sheet as at 31 December 2025

(Before appropriation of result)

Assets

		31-12-2025	31-12-2024
	EUR	EUR	EUR
Fixed assets			
Financial assets			
Loans to group companies	1	170,350,496	193,169,898
Current assets			
Receivables			
Receivables from group companies	2	2,075,878	2,547,260
Accruals and prepaid expenses	3	47,046	5,120
		2,122,924	2,552,380
Cash and cash equivalents	4	2,625,336	2,542,923
Total assets		<u>175,098,756</u>	<u>198,265,201</u>
Equity and liabilities			
Shareholder's equity			
Share capital	5	18,172	18,172
Other reserves	6	2,550,552	2,309,757
Unappropriated result		108,809	240,795
		2,677,533	2,568,724
Non-current liabilities			
Floating Rate Notes	7	170,350,496	193,169,898
Current liabilities			
Taxes	8	-	18,438
Other payables	9	2,002,385	2,463,922
Accruals and deferred income	10	68,342	44,219
		2,070,727	2,526,579
Total equity and liabilities		<u>175,098,756</u>	<u>198,265,201</u>

Rothschild & Co Continuation Finance B.V.
Annual report 2025

Income statement for the year 2025

		2025	2024
		EUR	EUR
Interest and similar income	11	8,998,775	11,204,625
Interest and similar expenses	12	(8,665,085)	(10,804,195)
Net interest income		333,690	400,430
Financial income and expenses		333,690	400,430
General & administrative expenses	13	(200,587)	(96,919)
Result before tax		133,103	303,511
Corporate income tax	14	(24,294)	(62,716)
Result after tax		108,809	240,795

Rothschild & Co Continuation Finance B.V.
Annual report 2025

Cash flow statement for the year 2025

		2025		2024
		EUR	EUR	EUR
Total of cash flows from (used in) operating activities				
Result before tax		133,103		303,511
<i>Changes in working capital</i>				
Receivables from group companies	2	471,382	459,270	
Accruals and prepaid expenses	3	(2,125)	9,945	
Increase (decrease) in other payables		(437,414)	(452,786)	
		<u>31,843</u>		<u>16,429</u>
Total of cash flows from (used in) operations				
		164,946		319,940
Income tax paid	14	(83,530)	(46,274)	
Income tax refund		997	1,996	
		<u>(82,533)</u>	<u>(44,278)</u>	
Total of cash flows from (used in) operating activities				
		<u>82,413</u>		<u>275,662</u>
Total of increase (decrease) in cash and cash equivalents				
		<u>82,413</u>		<u>275,662</u>
Movement in cash and cash equivalents				
Cash and cash equivalents at the beginning of the period		2,542,923		2,267,261
Increase (decrease) cash and cash equivalents		<u>82,413</u>		<u>275,662</u>
Cash and cash equivalents at the end of the period		<u>2,625,336</u>		<u>2,542,923</u>

Rothschild & Co Continuation Finance B.V.

Annual report 2025

Notes to the financial statements

Entity information

Registered office, legal form and registration number at the Chamber of Commerce

The registered and actual address of Rothschild & Co Continuation Finance B.V. is Basisweg 10, 1043 AP in Amsterdam, the Netherlands. Rothschild & Co Continuation Finance B.V. is registered at the Chamber of Commerce under number 24151956.

General notes

The most important activities of the entity

The objective of Rothschild & Co Continuation Finance B.V. ("the Company") is to act as finance company for Rothschild & Co S.C.A. and its subsidiaries (the Rothschild & Co Group or the Group). It has issued a few years ago two tranches of Floating Rate Notes of which one tranche in the amount of USD 45,000,000 was repaid in January 2015. The outstanding amount of Floating Rate Notes as at 31 December 2025 amounts to USD 200,000,000 (31 December 2024: USD 200,000,000). The proceeds of the notes issue have been lent to companies in the Group. The Company has not developed any additional finance activities during this financial year.

Disclosure of going concern

These financial statements have been prepared on a going concern basis, which basis for valuation and determination of results assumes that the Company will be able to realise its assets and discharge its liabilities in the normal course of business.

Disclosure of group structure

The Company is part of a group, headed by Rothschild & Co Concordia SAS, incorporated and domiciled in France. The financial data of the Company is included in the consolidated financial statements of Rothschild & Co S.C.A. with its registered office at 23 bis, avenue de Messine, 75008 Paris, France. These consolidated financial statements can be obtained via the official website of Rothschild & Co S.C.A., www.rothschildandco.com.

Disclosures about estimates, judgements, assumptions and uncertainties

The preparation of the financial statements requires management to make estimates and assumptions that influence the application of principles and the reported values of assets and liabilities and of income and expenditure. The actual results may differ from these estimates. The estimates and the underlying assumptions are constantly assessed. Revisions of estimates are recognised in the period in which the estimate is revised and in future periods for which the revision has consequences.

General accounting principles

The accounting standards used to prepare the financial statements

The financial statements are prepared in accordance with accounting principles generally accepted in the Netherlands and comply with the financial reporting requirements included in Part 9 of Book 2 of the Dutch Civil Code. The financial statements are prepared under the historical cost convention and presented in Euro (EUR).

Income and expenses are accounted for on an accrual basis. Profit is only included when realised on balance sheet date. Liabilities and any losses originating before the end of the financial year are taken into account if they have become known before preparation of the financial statements.

The accounting principles remained unchanged compared to previous year.

Rothschild & Co Continuation Finance B.V.

Annual report 2025

Conversion of amounts denominated in foreign currency

Assets and liabilities denominated in foreign currencies are translated at period-end exchange rates. Foreign currency transactions are accounted for at the exchange rates prevailing at the date of the transactions. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies, are recognized in the income statement. Non-monetary balance sheet items, which are valued at cost and resulting from transactions in foreign currencies, are translated at the rate prevailing on the date of the transaction.

The exchange rates of the Company as at 31 December 2025 is to USD 1 = EUR 0.85175 (31 December 2024: USD 1 = EUR 0.96585).

Financial instruments

Financial instruments include both primary financial instruments, such as receivables and liabilities, and financial derivatives. Reference is made to the recognition per balance sheet item for the principles of primary financial instruments. Financial instruments are valued at amortised cost unless explained otherwise in the notes. Due to the short-term nature of the financial instruments included in these financial statements, the estimated fair value for these financial instruments approximates the book value.

Financial and non-financial contracts may contain terms and conditions that meet the definition of derivative financial instruments. Such an agreement is separated from the host contract if its economic characteristics and risks are not closely related to the economic characteristics and risks of the host contract, a separate instrument with the same terms and conditions as the embedded derivative would meet the definition of a derivative, and the combined instrument is not measured at fair value with changes in fair value recognised in the profit and loss account.

Accounting principles

Impairment of non-current assets

On each balance sheet date, Rothschild & Co Continuation Finance B.V. assesses whether there are any indications that a fixed asset may be subject to impairment. If there are such indications, the recoverable amount of the asset is determined. If it is not possible to determine the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs is determined. An impairment occurs when the carrying amount of an asset is higher than the recoverable amount; the recoverable amount is the higher of the realisable value and the value in use.

An impairment loss is directly recognised in the profit and loss account while the carrying amount of the asset concerned is concurrently reduced.

The realisable value is initially based on a binding sale agreement; if there is no such agreement, the realisable value is determined based on the active market, whereby usually the prevailing bid price is taken as market price. For the determination of the value in use, an estimate is made of the future net cash flows in the event of continued use of the asset / cash-generating unit; these cash flows are discounted.

If it is established that an impairment that was recognised in the past no longer exists or has reduced, the increased carrying amount of the asset concerned is set no higher than the carrying amount that would have been determined if no impairment value adjustment for the asset concerned had been reported. An impairment of goodwill is not reversed.

Receivables

Receivables are initially valued at the fair value of the consideration to be received, including transaction costs if material. Receivables are subsequently valued at the amortised cost price. If there is no premium or discount and there are no transaction costs, the amortised cost price equals the nominal value of the accounts receivable. Provisions for bad debts are deducted from the carrying amount of the receivable.

Cash and cash equivalents

Cash at banks and in hand represent cash in hand, bank balances and deposits with terms of less than twelve months. Overdrafts at banks are recognised as part of debts to lending institutions under current liabilities. Cash at banks and in hand is valued at nominal value.

Rothschild & Co Continuation Finance B.V.

Annual report 2025

Current assets

Current assets are initially valued at the fair value of the consideration to be received, including transaction costs if material. Trade receivables are subsequently valued at the amortised cost price. Provisions for bad debts are deducted from the carrying amount of the receivable.

Non-current liabilities

On initial recognition long-term debts are recognised at fair value. Transaction costs which can be directly attributed to the acquisition of the long-term debts are included in the initial recognition. After initial recognition long-term debts are recognised at the amortised cost price, being the amount received taking into account premiums or discounts and minus transaction costs. If there is no premium / discount or if there are no transaction costs, the amortised cost price is the same as the nominal value of the debt.

The difference between stated book value and the mature redemption value is accounted for as interest cost in the income statement on the basis of the effective interest rate during the estimated term of the long-term debts.

Current liabilities

On initial recognition current liabilities are recognised at fair value. After initial recognition current liabilities are recognised at the amortised cost price, being the amount received taking into account premiums or discounts and minus transaction costs. This is usually the nominal value.

Accounting principles for determining the result

The result is the difference between the realisable value of the goods/services provided and the costs and other charges during the year. The results on transactions are recognised in the year in which they are realised.

General and administrative expenses

General and administrative expenses comprise costs chargeable to the year that are not directly attributable to the cost of the goods and services sold.

Financial income and expenses

Interest income and expenses are recognised on a pro rata basis, taking account of the effective interest rate of the assets and liabilities to which they relate. In accounting for interest expenses, the recognised transaction expenses for loans received are taken into consideration.

Income tax expense

Corporate income tax is calculated at the applicable rate on the result for the financial year, taking into account permanent differences between profit calculated according to the financial statements and profit calculated for taxation purposes. Temporary differences between the reporting for tax purposes and the financial statements are recognised as deferred taxes based on the current tax rate. Deferred tax assets and liabilities are netted. Net deferred tax assets will be included in the balance sheet if actual realisation is assumed probable by the Company's management.

Corporate income tax expense comprises current and deferred tax. Current tax is the expected tax payable on the taxable income for the year and any adjustment to tax payable in respect of previous years. Corporate income tax expense is recognised in the statement of income except to the extent that it relates to items recognised directly in equity.

Cash flow statement

The cash flow statement has been prepared using the indirect method. The cash items disclosed in the cash flow statement comprise cash at banks and in hand except for deposits with a maturity longer than three months. Cash flows denominated in foreign currencies have been translated at average estimated exchange rates. Exchange differences affecting cash items are shown separately in the cash flow statement. Interest paid and received, dividends received and income taxes are included in cash from operating activities. Dividends paid are recognised as cash used in financing activities. Transactions not resulting in inflow or outflow of cash, including finance leases, are not recognised in the cash flow statement. Payments of finance lease instalments qualify as repayments of borrowings under cash used in financing activities and as interest paid under cash generated from operating activities.

Rothschild & Co Continuation Finance B.V.

Annual report 2025

Notes to the balance sheet

Assets

Fixed assets

Financial assets

	<u>31-12-2025</u>	<u>31-12-2024</u>
	EUR	EUR
1 Loans to group companies		
N.M. Rothschild & Sons Ltd.	85,175,248	96,584,949
Rothschild & Co Continuation Holdings AG	<u>85,175,248</u>	<u>96,584,949</u>
	<u>170,350,496</u>	<u>193,169,898</u>

The Company has provided loans denominated in USD to two entities of the Group, loans of USD 100,000,000 each. The loans are unsecured and carry interest at 0.167% above the interest rate applying to the corresponding Floating Rate Notes (see note 7). In addition a Limited Recourse Guarantee Agreement has been entered into with Rothschild & Co Continuation Limited which limits the credit risk of the Company to EUR 2,000,000. The interest payable by N.M. Rothschild & Sons Limited is subject to dividend payment or declaration by the borrower. This reference to the terms of the Floating Rate Notes issued by the Company. The loans are repayable on dates corresponding to the repayment dates of the Floating Rate Notes.

Credit risk arising from the exposure to the group companies has been considered by the Company in accordance with Dutch GAAP RJ 290. There are no indications of impairment and the fair value of the loans to group companies is not expected to deviate significantly from the fair value of the Floating Rate Notes issued by the Company, as set out in note 7.

	<u>31-12-2025</u>	<u>31-12-2024</u>
	EUR	EUR
N.M. Rothschild & Sons Ltd.		
Balance as at beginning of the year	96,584,949	90,600,112
Currency translation differences	(11,409,701)	5,984,837
Balance as at end of the year	<u>85,175,248</u>	<u>96,584,949</u>
Rothschild & Co Continuation Holdings AG		
Balance as at beginning of the year	96,584,949	90,600,112
Currency translation differences	(11,409,701)	5,984,837
Balance as at end of the year	<u>85,175,248</u>	<u>96,584,949</u>

Rothschild & Co Continuation Finance B.V.

Annual report 2025

Current assets

Receivables

	<u>31-12-2025</u>	<u>31-12-2024</u>
	EUR	EUR
2 Receivables from group companies		
Receivables from group companies	<u>2,075,878</u>	<u>2,547,260</u>
N.M. Rothschild & Sons Ltd.	1,037,939	1,273,630
Rothschild & Co Continuation Holdings AG	<u>1,037,939</u>	<u>1,273,630</u>
	<u>2,075,878</u>	<u>2,547,260</u>
3 Accruals and prepaid expenses		
Corporate income tax	39,801	-
VAT receivable	7,245	4,758
Other prepaid expenses	-	362
	<u>47,046</u>	<u>5,120</u>
4 Cash and cash equivalents		
ABN AMRO Deposit arrangement	2,600,000	2,500,000
ABN AMRO account - USD	17,699	29,725
ABN AMRO account - EUR	<u>7,637</u>	<u>13,198</u>
	<u>2,625,336</u>	<u>2,542,923</u>

The amount of EUR 2,600,000 is on a weekly deposit with ABN AMRO, therefore not freely available until 6 January 2026. The remaining cash and cash equivalents are freely available to the Company.

Rothschild & Co Continuation Finance B.V.

Annual report 2025

Equity and liabilities

Shareholder's equity

5 Share capital

The issued and paid-up share capital of the Company amounts to EUR 18,172 divided into 2,200 shares of EUR 8.26 each.

	<u>31-12-2025</u>	<u>31-12-2024</u>
	EUR	EUR

6 Other reserves

Balance as at 1 January	2,309,757	2,133,489
Appropriation of result	240,795	176,268
Balance as at 31 December	<u>2,550,552</u>	<u>2,309,757</u>

Disclosure of other reserves

In the general meeting held on 1 April 2025, it was decided to add the result for the year ended 31 December 2024 to the other reserves.

Disclosure of result after tax for the year

The management of the Company proposes to appropriate the result as follows:

The appropriation of profit for the year 2025 in the amount of EUR 108,809 will be fully added to the other reserves.

This proposal needs to be adopted by the General Meeting and has therefore not yet been processed in the annual accounts 2025 for the Company.

Rothschild & Co Continuation Finance B.V.

Annual report 2025

Non-current liabilities

	<u>31-12-2025</u>	<u>31-12-2024</u>
	EUR	EUR
7 Floating Rate Notes		
Floating Rate Notes	<u>170,350,496</u>	<u>193,169,898</u>
Floating Rate Notes (USD 200,000,000)		
Balance as at beginning of the year	193,169,899	181,200,224
Currency translation differences	(22,819,403)	11,969,674
Balance as at end of the year	<u>170,350,496</u>	<u>193,169,898</u>

The Company has in issue USD denominated Floating Rate Notes (the "Notes"). The Notes carry interest at six month USD ICE Libor plus 0.25% (2025: 4.55013%, 2024: 4.9375%). Pursuant to a Deed of Amendment dated 17 March 2025, the replacement reference rate of 6-month Term SOFR plus the spread adjustment of 0.42826% p.a. plus the margin of 0.25% will be applied for future interest. The Notes are guaranteed by Rothschild & Co Continuation Limited on a subordinated basis. The Notes amount to USD 200,000,000 and do not have a fixed repayment date. The Company may on any interest payment date redeem some or all of the Notes provided it has given not more than 45 days' nor less than 30 days' notice to the noteholders.

The Notes are listed on the Luxembourg Stock Exchange with the price at 31 December 2025 of EUR 0.74653 (2024: EUR 0.82782) per USD 1.

Current liabilities

	<u>31-12-2025</u>	<u>31-12-2024</u>
	EUR	EUR
8 Taxes		
Corporate income tax	<u>-</u>	<u>18,438</u>
9 Other payables		
Interest payable - Floating Rate Notes	<u>2,002,385</u>	<u>2,463,922</u>
10 Accruals and deferred income		
Audit fees payable	41,751	27,419
General and administrative expenses payable	26,591	16,800
	<u>68,342</u>	<u>44,219</u>

Rothschild & Co Continuation Finance B.V.

Annual report 2025

Notes to the income statement

	<u>2025</u>	<u>2024</u>
	EUR	EUR
11 Interest and similar income		
Interest income - loans to group companies	8,952,788	11,127,664
Interest income deposits	44,835	74,689
Credit interest	1,152	2,272
	<u>8,998,775</u>	<u>11,204,625</u>
12 Interest and similar expenses		
Interest expense - Floating Rate Notes	8,653,083	10,812,884
Foreign exchange results	12,002	(8,689)
	<u>8,665,085</u>	<u>10,804,195</u>
13 General & administrative expenses		
General & administrative expenses	<u>200,587</u>	<u>96,919</u>
<p>The Company has engaged Forvis Mazars Accountants N.V. to perform a statutory audit on the financial statements 2025. The audit fee charged amounts to EUR 34,505. Forvis Mazars Accountants N.V. provides no services outside the scope of the audit on the financial statements.</p>		
14 Corporate income tax		
Other income tax expense	(24,294)	(62,716)
Total of income tax expense	<u>(24,294)</u>	<u>(62,716)</u>
Corporate income tax - Current year	25,289	64,711
Corporate income tax - Previous year	(995)	(1,995)
	<u>24,294</u>	<u>62,716</u>

Rothschild & Co Continuation Finance B.V.

Annual report 2025

Other notes

Average number of employees

Disclosure of average number of employees during the period

During the period ended year 2025, the Company did not employ any employees (31 December 2024: nil). The Company has 3 directors (period ended 31 December 2024: 3) who did not receive any remuneration during the year under review (remuneration period ended 31 December 2024: nil).

Subsequent events

Management is not aware of any significant events that have occurred since the balance sheet date that were not included in the financial statements for the year 2025.

Amsterdam, 31 March 2026

Managing directors,

P.W. Barbour
(Managing Director)

R.A.F. Zee
(Managing Director)

E. Heysman
(Managing Director)

Rothschild & Co Continuation Finance B.V.

Annual report 2025

Other information

Reference to the auditor's opinion

The opinion of the Company's auditors is attached.

Provisions of the Articles of Association relating to profit appropriation

Under Dutch Civil Law, no dividends can be declared until all losses have been recovered. Subject to this the profits are at the disposal of the shareholders. Management proposes that the result for the year will be appropriated to reserves and no dividend will be paid.

Independent auditor's report

To the General Meeting of Shareholders and the Audit Committee of Rothschild & Co Continuation Finance B.V.

Report on the audit of the financial statements for the year ended 31 December 2025 included in the annual report

Our opinion

We have audited the financial statements for the year ended 31 December 2025 of Rothschild & Co Continuation Finance B.V. In our opinion the accompanying financial statements give a true and fair view of the financial position of Rothschild & Co Continuation Finance B.V. as at 31 December 2025 and of its result for the year then ended in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

- the balance sheet as at 31 December 2025;
- the profit and loss account for 2025; and
- the notes comprising a summary of the accounting policies and other explanatory information.

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the 'Our responsibilities for the audit of the financial statements' section of our report.

We are independent of the company in accordance with the "EU Regulation on specific requirements regarding statutory audit of public-interest entities", the "Audit firms supervision act" (Wta), "Dutch Independence Standard regarding assurance engagements (ViO)" and other relevant independence requirements in the Netherlands. Furthermore, we have complied with the "Dutch Code of Ethics (VGBA)".

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information in support of our opinion

We designed our audit procedures in the context of our audit of the financial statements as a whole and in forming our opinion thereon. The following information in support of our opinion and any findings were addressed in this context, and we do not provide a separate opinion or conclusion on these matters.

Materiality

Based on our professional judgement we determined the performance materiality for the financial statements as a whole at EUR 875,000. The materiality is based on 0.5% of total assets. We use total assets given the company's main activity is issuing notes for the purpose of intra-group lending. We have also taken into account misstatements and/or possible misstatements that in our opinion are material for the users of the financial statements for qualitative reasons.

We agreed with the Audit Committee that misstatements in excess of EUR 26,000, which are identified during the audit, would be reported to them, as well as smaller misstatements that in our view must be reported on qualitative grounds.

Audit response to the risks of fraud and non-compliance with laws and regulations

The company's fraud risk assessment and response to fraud risks and non-compliance

As part of our audit, we have obtained an understanding of the company and its environment, and assessed the company's internal controls in relation to fraud and non-compliance. This includes obtaining an understanding of management's processes for identifying and responding to the risks of fraud and non-compliance in the company, and how the Audit Committee exercises oversight over these processes, as well as the outcomes.

Fraud risk assessment

We identified fraud risk factors with respect to financial reporting fraud, misappropriation of assets and corruption. We evaluated if those factors indicate that a risk of material misstatement in the financial statements is present. We had special attention for the risks of management override of controls. We identified this risk primarily in the area where journal entries are recorded in the general ledger and other adjustments are made in the preparation of the financial statements and where judgement is involved, such as in relation to the valuation of the loans issued for which we refer to our key audit matter.

We rebutted the presumed fraud risk on revenue because of the nature of the transactions. Revenue consists of interest income on the outstanding intercompany loans.

Our specific response to the identified and assessed fraud risks

- we have evaluated the design and the implementation of internal controls that mitigate fraud risks, such as processes related to journal entries and estimates;
- we made enquiries of individuals involved in the financial reporting process about inappropriate or unusual activity relating to the processing of journal entries and other adjustments;
- we selected journal entries and other adjustments made during the year and at the end of the reporting period;

- for the journal entries mentioned above and other adjustments, we examined the underlying audit documentation;
- we evaluated key estimates and judgements for bias by management, including retrospective reviews of prior year's estimates with respect to valuation of the loans issued.

In addition, we also performed the following more general procedures:

- we evaluated whether the selection and application of accounting policies by the company, particularly those related to subjective measurements and complex transactions, may be indicative of fraudulent financial reporting;
- we incorporated elements of unpredictability in our audit, including testing an account balance that otherwise would not be tested due to its materiality or risk;
- we also considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud and non-compliance;
- we considered available audit information and made enquiries with management and the Audit Committee.

Our response to non-compliance with laws and regulations

We have obtained an understanding of the relevant laws and regulations. We have identified the following laws and regulations that have an indirect effect on the financial statements:

- the requirements by or pursuant to the Act on Financial Supervision (Wet op het financieel toezicht);
- the anti-money laundering laws and regulations.

We held enquiries with management and the Audit Committee as to whether the company is in compliance with these laws and regulations. We also held an inspection of relevant correspondence with regulatory authorities. We also obtained a written representation from management that all known instances of (suspected) non-compliance with laws and regulations were disclosed to us.

Our observation

The aforementioned audit procedures have been performed in the context of the audit of the financial statements. Consequently, they are not planned and performed as a specific investigation regarding fraud and non-compliance with laws and regulations. Our audit procedures have not led to any findings.

Audit response to the risks of Going concern

In preparing the financial statements, management must consider whether the company is able to continue as a going concern. Management must prepare financial statements on the going concern basis unless management intends to liquidate the company or cease operations or if termination is the only realistic alternative.

Management has not identified any circumstances that could threaten the continuity of the company and thus concludes that the going concern assumption is appropriate for the company.

Our audit of the financial statements requires us to determine that the going concern assumption used by management is acceptable. In doing so, based on the audit evidence obtained, we must determine whether there are any events or circumstances that might cast reasonable doubt on whether the company can continue as a going concern.

Our observation

Management of the company has assessed the quality of the borrowers of the loans provided by the company. No impairment triggers were identified. Next to that, payments on the notes issued by the company are guaranteed by Rothschild & Co Continuation Limited. We have inspected the analysis prepared by management as well as the underlying documentation. Based on the procedures performed by us, we are of the opinion that the financial statements have been properly prepared on the going concern basis. However, future events or circumstances could cause the fund to be unable to continue as a going concern.

Our key audit matter

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements. We have communicated the key audit matters to the Audit Committee. The key audit matters are not a comprehensive reflection of all matters discussed.

These matters are addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

Valuation of the loans issued

Rothschild & Co Continuation Finance B.V. ("the company") has issued notes to grant intercompany funding to NM Rothschild & Sons Ltd. and Rothschild Continuation Holdings AG, which are part of the Rothschild Group.

As disclosed in note 3 of the financial statements, loans to group companies are accounted for at amortised costs less impairments. The valuation of a loan is depending on the credit risk related to that loan. When there is an indication that a loan will not be recovered in full in accordance with the contractual terms, the company needs to perform an impairment calculation in accordance with Dutch Accounting Standard 290. Due to the company's dependency on the creditworthiness of N.M. Rothschild & Sons Ltd. and Rothschild Continuation Holdings AG to meet the obligations to its noteholders, we consider the valuation of loans to be a key audit matter.

We have performed audit work addressing the valuation of the loans issued to Rothschild Group companies, through:

- confirmation procedures with the counterparties of the loans;
- assessment of the respective group companies' credit risk and liquidity position by inspecting the financial position and performance based on the audited financial statements of NM Rothschild & Sons Ltd. and Rothschild Continuation Holdings AG for the year ended 31 December 2025;
- assessing whether there were any impairments during the financial year. This was performed mainly by assessing management's impairment analysis that includes also preliminary results 2025 and financial positions of the loan counterparties as per year-end 2025;
- evaluating the adequacy of the disclosures in note 3 of the Financial Statements in accordance with Dutch Accounting Standard 290.

We found that management's assessment of the recoverability of the intercompany funding to N.M. Rothschild & Sons Ltd. and Rothschild Continuation Holdings AG resulted in a balanced outcome and that the risk is adequately disclosed in note 3 of the financial statements.

Report on the other information included in the annual report

In addition to the financial statements and our auditor's report thereon, the annual report contains other information that consists of:

- report of the Director's;
- other information as required by Part 9 of Book 2 of the Dutch Civil Code.

Based on the following procedures performed, we conclude that the other information:

- is consistent with the financial statements and does not contain material misstatements;
- contains the information as required by Part 9 of Book 2 of the Dutch Civil Code.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements.

By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

The Director is responsible for the preparation of the other information, including the Director's Report in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information as required by Part 9 of Book 2 of the Dutch Civil Code.

Report on other legal and regulatory requirements and ESEF

Engagement

We were appointed as auditor of Rothschild & Co Continuation Finance B.V. as of the audit for the year ended 31 December 2020.

No prohibited non-audit services

We have not provided prohibited non-audit services as referred to in Article 5(1) of the EU Regulation on specific requirements regarding statutory audit of public-interest entities.

European Single Electronic Format (ESEF)

Rothschild & Co Continuation Finance B.V. has prepared its annual report in ESEF. The requirements for this format are set out in the Commission Delegated Regulation (EU) 2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format (hereinafter: the RTS on ESEF).

In our opinion, the annual report prepared in XHTML format, including the financial statements of Rothschild & Co Continuation Finance B.V., complies in all material respects with the RTS on ESEF.

Management is responsible for preparing the annual report including the financial statements in accordance with the RTS on ESEF. Our responsibility is to obtain reasonable assurance for our opinion whether the annual report complies with the RTS on ESEF.

We performed our examination in accordance with Dutch law, including Dutch Standard 3950N 'Assurance-opdrachten inzake het voldoen aan de criteria voor het opstellen van een digitaal verantwoordingsdocument' (assurance engagements relating to compliance with criteria for digital reporting).

Our examination included among others:

- obtaining an understanding of the entity's financial reporting process, including the preparation of the annual report in XHTML-format;
- identifying and assessing the risks that the annual report does not comply in all material respects with the RTS on ESEF and designing and performing further assurance procedures responsive to those risks to provide a basis for our opinion, including obtaining the annual report in XHTML-format and performing validations to determine whether the annual report complies with the RTS on ESEF.

Description of responsibilities regarding the financial statements

Responsibilities of the Director and the Audit Committee for the financial statements

The Director is responsible for the preparation and fair presentation of the financial statements in accordance with Part 9 of Book 2 of the Dutch Civil Code. Furthermore, the Director is responsible for such internal control as the Director determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, the Director is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting frameworks mentioned, the Director should prepare the financial statements using the going concern basis of accounting unless the Director either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The Director should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

The Audit Committee is responsible for overseeing the company's financial reporting process.

Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit assignment in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgement and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included e.g.:

- identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control;

- evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Director;
- concluding on the appropriateness of the Director's use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern;
- evaluating the overall presentation, structure and content of the financial statements, including the disclosures; and
- evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit. In this respect we also submit an additional report to the Audit Committee in accordance with Article 11 of the EU Regulation on specific requirements regarding statutory audit of public-interest entities. The information included in this additional report is consistent with our audit opinion in this auditor's report.

We provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Audit Committee, we determine the key audit matters: those matters that were of most significance in the audit of the financial statements. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.

Amsterdam, 31 March 2026

Forvis Mazars Accountants N.V.

Original was signed by L. Zuur MSc RA