



LIGHTHOUSEGROUP

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If you are in any doubt as regards the contents of this letter, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom. If, to the extent you hold shares in Lighthouse Group plc, you have sold or otherwise transferred all your shares, please forward this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If, to the extent you hold shares in Lighthouse Group plc, you have sold or transferred only part of your holding of shares, you should retain this document and consult the bank, stockbroker or other agent through whom the sale was effected. However, this document should not be forwarded or transmitted into any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of that jurisdiction.

3 April 2019

Dear shareholder

Announcement by Intrinsic Financial Services Limited (“Intrinsic”) of a firm intention under Rule 2.7 of the City Code on Takeovers and Mergers (the “Takeover Code”) to make an offer to acquire the entire issued and to be issued ordinary share capital of Lighthouse Group plc (“Lighthouse”) – Notification to shareholders pursuant to rules 2.11(b)(i) and 30.2(c) of the Takeover Code

On 3 April 2019, Intrinsic (a company incorporated in England and Wales and a wholly-owned indirect subsidiary of Quilter plc (“**Quilter**”)) announced that Intrinsic and Lighthouse had reached an agreement on the terms of an offer by Intrinsic for the entire issued and to be issued ordinary share capital of Lighthouse at a price of 33 pence in cash for each Lighthouse ordinary share (“**Lighthouse Share**”) (“**Announcement**”).

The purpose of this letter is to give you notice that the Announcement has been published and is available to download on Lighthouse’s website, at <https://www.lighthousegroup.plc.uk/> and Quilter’s website at www.quilter.com/Lighthousegroupoffer. This letter is not to be taken as a summary of the information in the Announcement and should not be regarded as a substitute for reading the Announcement in full. Terms defined in the Announcement shall have the same meaning when used in this letter unless otherwise stated.



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This letter will be available on Lighthouse's website at <https://www.lighthousegroup.plc.uk/investor-relations/> as soon as possible and, in any event, by no later than 12 noon on 4 April 2019. The contents of that website are not incorporated into this letter or the announcement.

Please be aware that addresses, electronic addresses and certain other information provided by you for the receipt of communications from Lighthouse may be provided to Quilter and Intrinsic during the offer period as required under Section 4 of Appendix 4 of the Code.

Your attention is also drawn to the summary of disclosure requirements of the Takeover Code within the Announcement and set out in the notes to this letter below.

Should you wish to contact Lighthouse in relation to the Announcement, please call Peter Smith on 020 7065 5640 during normal business hours.

With kindest regards

A handwritten signature in black ink, appearing to read 'P. Smith', is placed over a light grey rectangular background.

Peter Smith
Group Finance Director and Company Secretary



Notes

You may request a hard copy of the Announcement (and any information incorporated into it by reference from another) and may also request that any future documents, announcements and information will be sent to you in hard copy by contacting Lighthouse's registrars, Link Asset Services on +44 (0) 371 664 0300 or in writing at 34 Beckenham Road, Beckenham BR3 4TU. You will not receive any hard copies unless you so request.

The directors of Lighthouse accept responsibility for the information contained in this letter. To the best of the knowledge and belief of the directors of Lighthouse (who have taken all reasonable care to ensure that such is the case) the information contained in this letter is in accordance with the facts and does not omit anything likely to affect the import of such information.

Disclosure requirements of the Takeover Code (the "Code")

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.



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Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.