



LIGHTHOUSEGROUP

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3 April 2019

Dear employee

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")

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").

In accordance with Rule 2.11(b)(ii) of the Takeover Code, an electronic version of the Announcement is available to download from Lighthouse's website at <https://www.lighthousegroup.plc.uk/> and from Quilter's website at www.quilter.com/Lighthousegroupoffer. Terms defined in the Announcement shall have the same meaning when used in this letter unless otherwise stated.

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 note that employees have the right to appoint representatives and that, under Rule 25.9 of the Takeover Code, employee representatives have the right, if they so wish, to have published, at Lighthouse's cost, a separate opinion on the Acquisition. Any such opinion will be appended to the Scheme Document which will be published and sent to Lighthouse shareholders in connection with the Acquisition, provided any such opinion is received in good time before publication of the Scheme Document. If the opinion is received after such time it will not be able to be appended to the Scheme Document, but Lighthouse will make it publicly available by publishing on its website and announcing it through a Regulatory Information Service. Lighthouse will also be responsible for the costs reasonably incurred by the employee representatives in obtaining advice required for the verification of the information contained in that opinion.

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 Intrinsic and Quilter during the offer period as required under Section 4 of Appendix 4 of the Code.



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The attention of employees who hold share options under the Lighthouse LTIP is drawn to paragraph 11 of the Announcement.

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 discuss the Announcement, please call Peter Smith on 020 7065 5640 during normal business hours.

With kindest regards

Peter Smith
Group Finance Director and Company Secretary



Notes

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 Intrinsic and Quilter during the offer period as required under Section 4 of Appendix 4 of the Code.

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.

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



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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.