



## Premier AM Group PLC

### Rule 2.7 - Recommended All-Share Merger

RNS Number : 1154L

Premier Asset Management Group PLC

04 September 2019

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THE FOLLOWING ANNOUNCEMENT IS AN ADVERTISEMENT AND NOT A PROSPECTUS OR PROSPECTUS EQUIVALENT DOCUMENT AND INVESTORS SHOULD NOT MAKE ANY INVESTMENT DECISION IN RELATION TO THE NEW SHARES EXCEPT ON THE BASIS OF THE INFORMATION IN THE SCHEME DOCUMENT AND THE PREMIER CIRCULAR WHICH ARE PROPOSED TO BE PUBLISHED IN DUE COURSE.

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION.

4 September 2019

### Recommended All-Share Merger

of

### Premier Asset Management Group PLC and Miton Group plc

#### Summary

The Boards of Premier Asset Management Group PLC ("**Premier**") and Miton Group plc ("**Miton**") are pleased to announce that they have reached agreement on the terms of a recommended all-share merger of Premier and Miton, to be effected by means of a court-sanctioned scheme of arrangement between Miton and the Miton Shareholders under Part 26 of the Companies Act 2006 (the "**Merger**").

Under the terms of the Merger, holders of Miton Shares will be entitled to receive:

#### **0.30186 Premier Shares in exchange for each Miton Share**

Based on this exchange ratio (the "**Exchange Ratio**") and the Closing Price of 171.75 pence per Premier Share on 3 September 2019 (being the Latest Practicable Date), the Merger values each Miton Share at 56.74 pence,

comprising an equity value of 51.84 pence and a special dividend of 4.9 pence per Miton Share.

Following completion of the Merger, Miton Shareholders will own approximately 33 per cent. of the Combined Group (on a fully diluted basis), which will continue to be traded on AIM.

### **Reasons for the Merger**

The Boards of Premier and Miton believe that there is a compelling strategic and financial rationale for the Merger which creates a diversified active UK asset manager with a strong investment capability that leverages an efficient platform, as described below:

#### *Strategic rationale*

- A combined business with a wider product range and greater scale, with reported pro-forma combined AUM of £11.5 billion (as at 30 June 2019), that is well positioned for future growth.
- Complementary investment capabilities with limited overlap, evenly balanced between outcome-based multi-asset strategies and genuinely active single strategies.
- Enhanced distribution relationships with UK financial advisers, wealth managers and platforms. Based upon the data in the Pridham Report published in February 2019, the combined business would have been the 5<sup>th</sup> largest contributor to UK net retail sales for the calendar year ended December 2018.
- Shared client-centred culture with a focus on products that meet core market needs and the pursuit of strong investment performance.

#### *Financial benefits*

- Greater financial strength with a more diversified revenue mix, access to economies of scale and a robust balance sheet.
- Compelling value creation and earnings accretion for both sets of shareholders, underpinned by expected recurring run-rate pre-tax cost synergies of approximately £7 million per annum from alignment of operating platforms. Annualised synergies will be achieved three years after completion of the Merger.

### **The Combined Group**

The Board of the Combined Group will be drawn from both organisations to ensure a unified approach to the future. Following completion of the Merger:

- Mike Vogel, Chairman of Premier, will be Chairman of the Board of the Combined Group.
- Mike O'Shea, CEO of Premier, will be CEO of the Combined Group.
- Piers Harrison, COO of Miton, will be CFO of the Combined Group.

- Two Miton Directors, David Barron and Katrina Hart, will become non-executive directors of Premier.
- Robert Colthorpe and William Smith will remain as non-executive directors of Premier.
- The Combined Group will be rebranded Premier Miton Group plc.

Under the terms of the Merger, Miton has declared a special dividend of 4.9 pence per Miton Share which is conditional upon and only payable if, the Scheme becomes Effective.

Further details of the arrangements in respect of dividends are set out in paragraph 5 below.

### **Recommendations**

The Miton Directors, who have been so advised by Spencer House as to the financial terms of the Merger, consider the terms of the Merger to be fair and reasonable. Spencer House is providing independent financial advice to the Miton Directors for the purposes of Rule 3 of the Code. In providing its financial advice to the Miton Directors, Spencer House has taken into account the commercial assessments of the Miton Directors.

Accordingly, the Miton Directors intend unanimously to recommend that Miton Shareholders vote in favour of the Scheme at the Miton Court Meeting and the resolutions relating to the Merger at the Miton General Meeting (or in the event that the Merger is implemented by way of an Offer, to accept or procure acceptance of such Offer) as the Miton Directors who hold Miton Shares have irrevocably undertaken to do or, as they have otherwise irrevocably undertaken to direct (and use all reasonable endeavours to procure that) their nominees do, in respect of their own beneficial holdings of 16,384,128 Miton Shares in aggregate and representing approximately 9.49 per cent. of Miton's issued share capital as at the Latest Practicable Date.

Further details of these irrevocable undertakings are set out at paragraph 14 Appendix 3 to this Announcement.

In order to allot and issue the New Shares, Premier will be required to seek the approval of the Premier Shareholders at the Premier General Meeting. The Merger is accordingly conditional on the approval of the Premier Shareholders of the issuance of the New Shares at the Premier General Meeting. The Premier Directors consider the Merger to be in the best interests of Premier and the Premier Shareholders as a whole and intend unanimously to recommend that Premier Shareholders vote in favour of the Premier Resolution to be proposed at the Premier General Meeting which will be convened in connection with the Merger, as they have irrevocably undertaken to direct (and use all reasonable endeavours to procure that) their nominees do, in respect of their own beneficial holdings of 7,230,265 Premier Shares representing, in aggregate, approximately 6.83 per cent. of Premier's ordinary share capital in issue as at the Latest Practicable Date.

The Premier Directors have received financial advice from Fenchurch in relation to the Merger. In providing their advice to the Premier Directors, Fenchurch has relied upon the Premier Directors' commercial assessment of the Merger.

## Letters of Intent

Premier has received non-binding letters of intent to vote in favour of the Scheme (or in the event that the Merger is implemented by way of an Offer, to accept or procure acceptance of the Offer) in respect of Miton Shares representing, in aggregate, approximately 17.43 per cent. of Miton's existing issued ordinary share capital as at the Latest Practicable Date.

Further details of these letters of intent are set out at paragraph 14 and Appendix 3 to this Announcement.

## General

It is intended that the Merger will be implemented by way of a court-sanctioned scheme of arrangement between Miton and the Miton Shareholders under Part 26 of the Companies Act 2006, further details of which are contained in the full text of this Announcement and which will be set out in the Scheme Document. However, Premier reserves the right, with the consent of the Panel and Miton or, in certain circumstances, without the consent of Miton, to implement the Merger by way of a takeover offer (as defined in Part 28 of the Companies Act 2006).

The Merger will be subject to the Conditions and certain further terms set out in Appendix 1 to this Announcement and to the full terms and conditions which will be set out in the Scheme Document, including the approval of the Scheme by the Scheme Shareholders, the sanction of the Scheme by the Court and the approval of Premier Shareholders.

The Scheme Document will include full details of the Scheme, together with notices of the Miton Court Meeting and the Miton General Meeting and the expected timetable, and will specify the action to be taken by Scheme Shareholders. It is expected that the Scheme Document will be despatched to Miton Shareholders on or about 17 September 2019.

It is expected that the Premier Circular will be posted to Premier Shareholders at or about the same time as the Scheme Document is posted to Miton Shareholders, with the Premier General Meeting being held before the Miton Meetings.

The Scheme is expected to become effective in the fourth quarter of 2019, subject to the satisfaction or waiver of the Conditions and certain further terms set out in Appendix 1 to this Announcement.

- Commenting on the Merger, Mike O'Shea, CEO of Premier said:

*"This merger will bring together two complementary and culturally-aligned businesses. Both are focused on delivering added value for clients through actively-managed, strongly-performing and relevant investment products. The combined group will create a company with greater scale and financial strength to invest for future growth, with broader and deeper investment capabilities, enhanced distribution and a more efficient operating platform. Ultimately, this should position us well for continued growth and deliver value for clients, shareholders and employees."*

- Commenting on the Merger, David Barron, CEO of Miton said:

*"Miton's expertise in actively managed, differentiated high conviction funds is a very strong complement to Premier's leading position in multi-asset strategies. With limited overlap between the two businesses, this merger will result in the ability to offer our clients a broader and more compelling range of investment solutions."*

- Commenting on the Merger, Mike Vogel, Chairman of Premier said:  
  
*"I'm delighted to be asked to chair the combined group of two successful and proven active management investment businesses. There is an exceptional strategic and commercial fit between these two companies, which strengthens front office capability and our broader operating platform. As well as a more diverse investment offering, the merger will establish a genuinely exciting team of talented investment professionals and a great platform for future growth."*
- Commenting on the Merger, Jim Pettigrew, Chairman of Miton said:  
  
*"There is a very compelling strategic rationale for a merger of Premier and Miton, based on the creation of a combined business with greater scale, client relevance, distribution coverage and financial strength, but still focused on our shared core values of delivering good investment results and service for our clients. We believe this merger should create real momentum, superior positioning and confidence in the enlarged group to capture the potential market opportunities more quickly than either firm could do independently, but without compromising the key features to which our clients and shareholders are attracted."*
- Commenting on the Merger, Gervais Williams, Senior Executive Director of Miton said:  
  
*"I am excited at the prospect of combining the talent of our two highly client-focused, active managed investment companies and leading the equity teams going forward. We will offer a combination of high conviction, actively-managed equity and fixed income funds and a market-leading range of outcome-focused multi-asset funds for our clients. Our unified investment capabilities mean we will be well positioned to help our clients as they navigate an uncertain political and economic environment."*

This summary should be read in conjunction with the full text of this Announcement and the Appendices.

The Merger will be subject to the Conditions and further terms set out in Appendix 1 to this Announcement and to the full terms and conditions which will be set out in the Scheme Document. Appendix 2 contains the sources and bases of certain information used in this summary and this Announcement. Appendix 3 contains details of the irrevocable undertakings and letters of intent received in relation to the Merger that are referred to in this Announcement. Appendix 4 contains details of and bases of calculation of the anticipated quantified financial benefits of the Merger. Appendix 5 contains definitions of certain terms used in this summary and this Announcement.

For the purposes of Rule 28 of the City Code, the quantified financial benefits statement contained in this Announcement is the responsibility of Premier and

the Premier Directors. Appendix 4 sets out the anticipated quantified financial benefits statement relating to cost savings and synergies arising out of the Merger and provides underlying information and bases of belief. Appendix 4 also includes reports from Premier's reporting accountant, KPMG LLP, and its financial adviser, Fenchurch, in connection with the anticipated quantified financial benefits statement, as required pursuant to Rule 28.1(a) of the City Code, and provides underlying information and bases for the accountant's and adviser's respective reports. Each of KPMG LLP and Fenchurch has given and not withdrawn its consent to the publication of its report in this Announcement in the form and context in which it is included.

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Stephenson Harwood LLP are retained as legal advisers for Miton. Burges Salmon LLP are retained as legal advisers for Premier.

### **Further Information**

*This Announcement is for information purposes only and is not intended to and does not constitute or form part of an offer, invitation or the solicitation of an offer or invitation to purchase, or otherwise acquire, subscribe for, sell or otherwise dispose of any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Merger or otherwise nor shall there be any sale, issuance or transfer of securities of Premier or Miton pursuant to the Merger in any jurisdiction in contravention of applicable laws. The Merger will be implemented solely pursuant to the terms of the Scheme Document (or, in the event that the Merger is to be implemented by means of an Offer, the Offer Document), which will contain the full terms and conditions of the Merger, including details of how to vote in respect of the Merger. Any decision in respect of, or other response to, the Merger should be made on the basis of the information contained in the Scheme Document and the Premier Circular.*

*Premier will prepare the Premier Circular to be distributed to Premier Shareholders. Miton and Premier urge Miton Shareholders to read the Scheme Document carefully when it becomes available because it will contain important information in relation to the Merger, the New Shares and the Combined Group. Premier urges Premier Shareholders to read the Premier Circular carefully when it becomes available. Any vote in respect of resolutions to be proposed at the Miton Meetings or the Premier General Meeting to approve the Merger, the Scheme or related matters, should be made only on the basis of the information contained in the Scheme Document (in the case of the Miton Shareholders) and the Premier Circular (in the case of the Premier Shareholders).*

*This Announcement does not constitute a prospectus or prospectus equivalent document.*

### **Information Relating to Miton Shareholders**

*Please be aware that addresses, electronic addresses and certain other information provided by Miton Shareholders, persons with information rights and other relevant persons for the receipt of communications from Miton may be provided to Premier during the Offer Period as required under Section 4 of Appendix 4 of the City Code.*

**Overseas Jurisdictions**

*The release, publication or distribution of this Announcement in or into jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe any applicable legal or regulatory requirements. In particular the ability of persons who are not resident in the United Kingdom to vote their Miton Shares with respect to the Scheme at the Miton Court Meeting, or to execute and deliver forms of proxy appointing another to vote at the Miton Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with the applicable 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 Merger disclaim any responsibility or liability for the violation of such restrictions by any person. This Announcement has been prepared for the purpose of complying with English law and the City Code and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom.*

*Unless otherwise determined by Premier or required by the City Code, and permitted by applicable law and regulation, the availability of New Shares to be issued pursuant to the Merger to Miton Shareholders will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Merger by any such use, means, instrumentality or from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and any formal documentation relating to the Merger are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws of that jurisdiction, and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send such documents in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of the Merger. If the Merger is implemented by way of an Offer (unless otherwise permitted by applicable law and regulation), the Offer may not be made directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Offer may not be capable of acceptance by any such use, means, instrumentality or facilities or from within any Restricted Jurisdiction.*

*The availability of New Shares pursuant to the Merger to Miton Shareholders who are not resident in the United Kingdom or the ability of those persons to hold such shares may be affected by the laws or regulatory requirements of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements. Miton Shareholders who are in doubt about such matters should consult an appropriate independent professional adviser in the relevant jurisdiction without delay.*



*Further details in relation to Miton Shareholders in overseas jurisdictions will be contained in the Scheme Document.*

### **Additional Information for US Investors**

*The Merger relates to the shares of an English company and is being made by means of a scheme of arrangement provided for under English company law. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act. Accordingly, the Merger is subject to the disclosure requirements and practices applicable in the United Kingdom to schemes of arrangement which differ from the disclosure requirements of United States tender offer and proxy solicitation rules. If, in the future, Premier exercises the right to implement the Merger by way of an Offer and determines to extend the Offer into the United States, the Merger will be made in compliance with applicable United States laws and regulations. Financial information included in this Announcement and the Scheme Document has been or will have been prepared in accordance with accounting standards applicable in the United Kingdom that may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.*

*It may be difficult for US holders of Miton Shares to enforce their rights and any claim arising out of the US federal laws, since Miton and Premier are located in a non-US jurisdiction, and some or all of their officers and directors may be residents of a non-US jurisdiction. US holders of Miton Shares may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.*

*The Merger is intended to be carried out under a scheme of arrangement provided for under English company law (which requires the approval of the Scheme Shareholders). If so, it is expected that any New Shares to be issued pursuant to the Scheme to Miton Shareholders would be issued in reliance upon the exemption from the registration requirements of the US Securities Act, provided by Section 3(a)(10) thereof Securities issued pursuant to the Scheme will not be registered under any US state securities laws and may only be issued to persons resident in a state pursuant to an exemption from the registration requirements of the securities laws of such state.*

*For the purpose of qualifying for the exemption provided by Section 3(a)(10) of the US Securities Act, Miton will advise the Court that its sanctioning of the Scheme will be relied on by Premier as an approval of the Scheme following a hearing on its fairness to Miton Shareholders, at which Court hearing all Miton Shareholders are entitled to attend in person or through counsel to support or oppose the sanctioning of the Scheme and with respect to which notification has been given to all such holders.*

### **Important Notices Relating to Financial Advisers**

*Fenchurch, which is authorised and regulated by the FCA in the UK, is acting as lead financial adviser exclusively for Premier and no one else in connection with the Merger and will not be responsible to anyone other than Premier for*

*providing the protections afforded to clients of Fenchurch or for providing advice in relation to the Merger or any other matters referred to in this Announcement.*

*Numis, which is authorised and regulated by the FCA in the UK, is acting as financial adviser, nominated adviser and joint corporate broker exclusively for Premier and no one else in connection with the matters set out in this Announcement and will not be responsible to any person other than Premier for providing the protections afforded to clients of Numis, nor for providing advice in relation to the Merger, the content of this Announcement or any matter referred to herein.*

*Spencer House is authorised and regulated by the FCA in the UK. Spencer House is acting as lead financial adviser exclusively for Miton and no one else in connection with the matters set out in this Announcement and will not regard any other person as its client in relation to the matters set out in this Announcement and will not be responsible to anyone other than Miton for providing the protections afforded to clients of Spencer House or its affiliates, or for providing advice in relation to any matter referred to herein.*

*Liberum, which is authorised and regulated by the FCA in the UK, is acting as nominated adviser, financial adviser and corporate broker exclusively for Miton and no one else in connection with the Merger and will not be responsible to anyone other than Miton for providing the protections afforded to clients of Liberum, nor for providing advice in relation to the Merger or any other matters referred to in this Announcement. In particular, while Liberum act as joint corporate broker to Premier it has not provided advice to Premier in connection with the matters set out in this Announcement.*

### **Cautionary Note Regarding Forward-Looking Statements**

*This Announcement (including information incorporated by reference into this Announcement), oral statements regarding the Merger and other information published by Premier and Miton contain certain forward-looking statements with respect to the financial condition, strategies, objectives, results of operations and businesses of Premier and Miton and their respective groups and certain plans and objectives with respect to the Combined Group. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of Premier and Miton about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. The forward-looking statements contained in this Announcement include statements relating to the expected effects of the Merger on Premier and Miton, the expected timing and scope of the Merger and other statements other than historical facts. Forward-looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "hope", "aims", "continue", "will", "may", "should", "would", "could", or other words of similar meaning. These statements are based on assumptions and assessments made by Premier, and/or Miton in light of their experience and their perception of historical trends, current conditions, future developments and other factors they believe appropriate. By their nature, forward-looking statements involve risk and uncertainty, because they relate to events and*

*depend on circumstances that will occur in the future and the factors described in the context of such forward-looking statements in this Announcement could cause actual results and developments to differ materially from those expressed in or implied by such forward-looking statements. Although it is believed that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct and readers are therefore cautioned not to place undue reliance on these forward-looking statements.*

*There are several factors which could cause actual results to differ materially from those expressed or implied in forward-looking statements. Among the factors that could cause actual results to differ materially from those described in the forward-looking statements are changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates and future business combinations or dispositions. For a discussion of important factors which could cause actual results to differ from forward-looking statements in relation to the Premier Group or the Miton Group, refer to the annual report and accounts of the Premier Group for the financial year ended 30 September 2018 and of the Miton Group for the financial year ended 31 December 2018, respectively.*

*Each forward-looking statement speaks only as at the date of this Announcement. Neither Premier nor Miton, nor their respective groups assumes any obligation to update or correct the information contained in this Announcement (whether as a result of new information, future events or otherwise), except as required by applicable law.*

### **Rounding**

*Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.*

### **No Profit Forecasts or Estimates**

*No statement in this Announcement (including any statement of estimated synergies) is intended as a profit forecast or estimate for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per share or dividend per share for Premier, Miton or the Combined Group, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share or dividend per share for Premier, Miton or the Combined Group as appropriate.*

### **Quantified Financial Benefits Statement**

*The statements in the Quantified Financial Benefits Statement relate to future actions and circumstances which, by their nature, involve risks, uncertainties and contingencies and which may in some cases be subject to consultation with employees or their representatives. The synergies and cost savings referred to may not be achieved, or may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated. For the purposes of Rule 28 of the City Code, the Quantified Financial Benefits*

*Statement contained in this Announcement is the responsibility of Premier and the Premier Directors.*

### **Dealing and Opening Position Disclosure Requirements**

*Under Rule 8.3(a) of the City Code, any person who is interested in one per cent. 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 3.30pm (London time) on the 10th Business Day following the commencement of the Offer Period and, if appropriate, by no later than 3.30pm (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 City Code, any person who is, or becomes, interested in one per cent. 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 3.30pm (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 Panel's website at [www.thetakeoverpanel.org.uk](http://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 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.*

### **Publication on website and availability of hard copies**

*A copy of this Announcement is and will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, for inspection on Premier's website [www.premierfunds.co.uk/corporate](http://www.premierfunds.co.uk/corporate) and on Miton's website [www.mitongroup.com/announcements](http://www.mitongroup.com/announcements) by no later than 12 noon (London time) on the Business Day following this Announcement. For the avoidance of doubt, the contents of the websites referred to in this Announcement are not incorporated into and do not form part of this Announcement.*

*Premier Shareholders may request a hard copy of this Announcement by: (i) contacting Premier during business hours on +44 (0) 1483 30 60 90 or (ii) by submitting a request in writing to Premier at Eastgate Court, High Street, Guildford, Surrey GU1 3DE.*

*Miton Shareholders may request a hard copy of this Announcement by: (i) contacting Miton during business hours on +44 (0) 2037 14 15 00 or (ii) by submitting a request in writing to Miton at 6<sup>th</sup> Floor, Paternoster House, 65 St. Paul's Churchyard, London EC4M 8AB.*

*If you are in any doubt about the contents of this Announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.*

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4 September 2019

## **Recommended All-Share Merger**

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**Premier Asset Management Group PLC and Miton Group plc**

### **1 INTRODUCTION**

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and the Miton Shareholders under Part 26 of the Companies Act 2006 (the "Merger").

## 2 THE MERGER

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Based on the Exchange Ratio and the Closing Price of 171.75 pence per Premier Share on 3 September 2019 (being the Latest Practicable Date) the Merger values each Miton Share at 56.74 pence, comprising an equity value of 51.84 pence and a special dividend of 4.9 pence per Miton Share.

Following completion of the Merger, Miton Shareholders will own approximately 33 per cent. of the Combined Group (on a fully diluted basis), which will continue to be traded on AIM.

The New Shares will be issued credited as fully paid and will rank *pari passu* in all respects with the Premier Shares in issue at the time the New Shares are issued pursuant to the Merger, including the right to receive and retain dividends and other distributions declared, made or paid by reference to a record date falling after the Effective Date. Application will be made to the London Stock Exchange for the New Shares to be admitted to trading on AIM.

In the event that the Merger is to be implemented by way of a takeover offer (as defined in Part 28 of the Companies Act 2006), the Miton Shares will be acquired pursuant to the Offer fully paid and free from all liens, charges, equitable interests, encumbrances and rights of pre-emption and any other interests of any nature whatsoever and together with all rights attaching thereto.

## 3 BACKGROUND TO AND REASONS FOR THE MERGER

The Miton Board and the Premier Board believe that there is a compelling strategic and financial rationale for the Merger:

***A combined business with complementary investment capabilities, wider product range and greater scale that is well positioned for future growth.***

- Enhanced scale and financial strength with reported pro-forma combined AUM of £11.5 billion as at 30 June 2019. Historical pro-forma combined net revenue of £76 million and combined reported profit before tax of approximately £25 million (before synergies are taken into account) based on last annual audited accounts.
- Well positioned for future growth with an enhanced ability to attract and retain top investment talent.
- Broader range of investment capabilities to address the needs of a wider range of clients.
- Miton's specialism in genuinely active high conviction single strategy funds and investment trusts complements Premier's leading position in

outcome based multi-asset funds, resulting in an even balance of strategies by AUM (53 per cent. single strategy and 47 per cent. multi-asset).

***Enhanced distribution relationships with UK financial advisers, wealth managers and platforms.***

- Substantial distribution team covering a broad spectrum of UK intermediated channels, leveraging a more efficient operating platform, resulting in enhanced resources to service clients.
- Common approach to distribution, focused on delivering excellent client service via regional sales teams, focused on different intermediary channels.
- Distribution infrastructure that is hard to replicate and has a strong track-record of delivering positive net flows. Based upon the data in the Pridham Report published in February 2019, the pro-forma business will have a leading position in the UK as measured by net retail sales and would have been the 5th largest contributor to UK net retail sales for the calendar year ended 31 December 2018.
- Complementary coverage of intermediary channels with Miton's strong presence with wealth managers, financial institutions and multi-manager providers alongside Premier's profile with financial advisers and platforms.
- Opportunity to invest further in digital initiatives to enhance client service and distribution.

***Shared client-centred culture with a belief in active investment management, relevant products and strong investment performance.***

- Strong cultural alignment between two firms which are both committed to active investment management.
- Track record of strong performance in relevant products across outcome based and single strategy funds.
- Industry award-winning businesses with a strong commitment to excellent client service.

***Greater financial strength with a more diversified revenue mix, access to economies of scale and a robust balance sheet.***

- Significant reduction in key person risk or specific fund exposure.
- Highly diversified combined business with breadth of AUM across both:
  - (a) the fund range, with the top five funds representing 44 per cent. of AUM and eight funds with over £400 million of AUM; and
  - (b) a large talent pool with the top five fund management teams accounting for 74 per cent. of AUM, the largest of which is Premier's multi-manager team (37.6 per cent.) and Miton's UK

multi-cap and smaller companies team (approximately 15.7 per cent.) as at 30 June 2019.

- Enhanced financial profile, resilience and stability, providing the financial resources and flexibility to invest in technology, brand and growth initiatives.
- Robust balance sheet to support the future growth of the Combined Group.

***Compelling value creation and earnings accretion for both sets of shareholders.***

- Underpinned by expected recurring run-rate pre-tax cost synergies of approximately £7 million per annum primarily from alignment of operating platforms.
- Annualised synergies will be achieved three years after completion of the Merger.

#### **4 POTENTIAL SYNERGIES**

The Premier Board expects recurring run-rate pre-tax cost synergies of approximately £7 million per annum will be achieved three years after completion of the Merger.

The constituent elements of the quantified cost synergies, which are expected to originate from the cost bases of both Premier and Miton include:

- Harmonisation of operating models where savings are envisaged from alignment of third party service providers and IT systems, as well as consolidation of operations functions, representing approximately 45 per cent. of the run-rate savings.
- Rationalisation of central and head office functions where there are economies of scale, representing approximately 20 per cent. of the run-rate savings.
- Other areas of overlap including the elimination of duplication in staff roles, whilst retaining the best of both franchises, representing approximately 35 per cent. of the run-rate savings.

Dis-synergies have been considered in quantifying the net impact of the synergy benefits and are not expected to be material.

It is envisaged that the realisation of the quantified cost synergies will result in one-off integration cash costs of approximately £10 million in aggregate.

The identified synergies will accrue as a direct result of the Merger and would not be achieved on a standalone basis.

Further information on the bases of belief supporting the Quantified Financial Benefits Statement, including the principal assumptions and sources of information, is set out in Part A of Appendix 4 to this Announcement. These estimated synergies have been reported on under the City Code by KPMG LLP and by Premier's financial adviser, Fenchurch. Copies of their letters are



included in Parts B and C of Appendix 4. References in this Announcement to those estimated synergies should be read in conjunction with those parts of Appendix 4.

## 5 DIVIDENDS

As part of the Merger, Miton has declared a special dividend of 4.9 pence per Miton Share which is conditional upon, and only payable if, the Scheme becomes Effective, relating to the three month period ending 30 September 2019 ("**Special Dividend**"). Conditional on the Scheme becoming Effective (or if the Merger is implemented by way of a takeover offer, the Offer becoming or being declared unconditional in all respects), holders of Miton Shares as at the record date for the Special Dividend shall be entitled to receive the Special Dividend without any reduction in their entitlements under the Exchange Ratio pursuant to the Scheme. The record date will be the Scheme Record Time (or if the Merger is implemented by way of a takeover offer, the date the Offer becomes or is declared unconditional in all respects). The Special Dividend will be paid not more than 10 Business Days after the Effective Date.

If completion of the Merger occurs before the record date for Premier's final interim dividend for the three month period ending 30 September 2019 ("**Final Interim Dividend**"), shareholders in the Combined Group (which will include former Miton Shareholders) will be entitled to receive such a dividend.

If completion of the Merger occurs after the record date for Premier's Final Interim Dividend, Premier has agreed that Miton will be entitled to declare and pay a dividend to their shareholders equivalent to the Final Interim Dividend per Premier Share multiplied by the Exchange Ratio, therefore enabling the provision to Miton Shareholders of the sum equal that which they would have received had completion of the Merger taken place prior to the record date for Premier's Final Interim Dividend (such equalising dividend being the "**Additional Miton Dividend**").

If either party announces, declares, makes or pays any dividend or other distribution on or after the date of this Announcement and prior to completion of the Merger, other than the Special Dividend, Final Interim Dividend or Additional Miton Dividend, there will be no change to the Exchange Ratio. However, Premier and Miton reserve the right to pay an equalising dividend to their respective shareholders.

### ***Dividend policy post completion***

Following the Merger and subject to the approval of the Board of the Combined Group, the Combined Group will target a stable but growing dividend paid on a quarterly basis, with the base being the dividends paid by Premier for the financial year ended 30 September 2018. The increased diversification of the Combined Group, enhanced financial profile and earnings accretion are expected to support the generation of attractive and sustainable returns for shareholders in the Combined Group, including through dividends.

## 6 INFORMATION RELATING TO PREMIER

Premier is a UK retail asset management group with £6.7 billion AUM as at 30 June 2019.

Premier is focused on delivering good investment outcomes for investors through relevant products and active management across its range of investment strategies, which include multi-asset, equity and absolute return funds, backed by a robust and scalable operating platform.

Premier is a leading multi-asset investment manager offering a wide range of award winning and highly rated multi-manager and directly invested multi-asset funds.

Premier has built a strong sales team focused on the different intermediary channels in the UK including standalone and regional financial advisers, national and network financial advisory firms, discretionary managers and fund platforms. Over the last five years, Premier has experienced significant growth in its AUM.

Premier is a well-recognised brand in the UK retail asset management market with a diverse sales and marketing programme.

Premier's funds are distributed through a broad range of UK financial advisers and wealth managers. Holdings on platforms account for approximately 80 per cent. of Premier's AUM.

Premier employs approximately 105 people in the UK, including 28 investment professionals.

For the six months ended 31 March 2019, Premier had revenue of approximately £26.2 million and reported profit before tax of £7.2 million.

## **7 INFORMATION RELATING TO MITON**

Miton is a specialist UK fund management group with £4.7 billion AUM as at 30 June 2019.

Miton offers a diverse range of UK domiciled equity funds, multi-asset funds and investment trusts that seek to achieve long-term outperformance. Miton offers equity strategies with high active share that are seen to be complementary to many passive or larger cap strategies, thereby offering the prospect of helping clients to build stronger portfolios.

Miton has a proven track record in successfully launching products that meet investor demand. In the last four years the group has launched three equity focused funds which as at 30 June 2019 had a combined AUM of £767 million.

Miton operates out of one central location in London with the core operations being focused around a single, scalable operating platform.

Miton's products are distributed primarily to UK investors with its clients being principally fund of funds managers, advisers and discretionary managers based in the UK who in turn have stewardship of savings on behalf of a wide range of investors.

Miton has a dedicated salesforce of seven individuals with six covering different geographic regions to provide comprehensive coverage to clients within the UK. The average relevant industry experience of the team is 22 years.

The sales team is aided by a team of five sales support individuals who provide enhanced analysis of sales data and trends, customer service and the provision of product information.

Miton employs 54 full-time members of staff, including 13 investment professionals.

For the 12 months ended 31 December 2018, Miton had total net revenue of £27.5 million and reported profit before tax of £8.9 million.

## **8 MANAGEMENT, INCENTIVISATION AND LOCATIONS**

The Combined Group will be headquartered in London and will maintain offices in Guildford.

The Combined Group will endeavour to harness the talent in both companies to optimise the benefits for clients and shareholders of the Combined Group. The Boards of Premier and Miton intend to restructure the merged operational and administrative areas of the Combined Group in order to achieve the expected benefits of the Merger. The detailed steps for such a restructuring are not yet known but Premier and Miton will aim to retain the best talent across the Combined Group from each business, without preference or bias, and will be subject to any required consultation with employees and/or their representatives. It is expected that the Combined Group's total headcount will reduce in aggregate by up to 15 to 20 per cent. over the three year implementation period, some of which would take place via natural attrition.

The Boards of Premier and Miton have each confirmed that the existing statutory and contractual employment rights, including accrued pension rights of all Premier and Miton employees, will be fully safeguarded upon and following completion of the Merger.

The Premier Board has undertaken to Miton to convene a meeting of its remuneration committee shortly after the Merger has become effective to make share awards from Miton Shares held within the existing Miton Employee Benefit Trusts and to make cash bonus awards for 2019 to relevant personnel of Miton. In making its determinations the Premier remuneration committee intends to act upon the recommendations to be made to it by the Miton remuneration committee for the period to completion of the Merger. Share awards shall be satisfied from the Miton Unallocated Shares and otherwise in accordance with all applicable corporate governance provisions and Miton's established past practice. Cash bonus awards shall be made on a basis that is in line with Miton's historic bonus awards and not in excess of accrued bonus pools as Disclosed.

## **9 PREMIER'S INTENTIONS AND PLANS**

Following completion of the Merger the Premier Board intends that the existing business activities of Miton and Premier will continue within the Combined Group. Miton has no dedicated research and development function.

As stated in paragraph 8 above, the Premier Board intends to safeguard the existing statutory and contractual employment rights of the employees and management of Miton and the Miton Group. In particular, the Premier Board has no plans to make any material change in the conditions of employment of the employees and management of Miton. The Premier Board envisages some

rationalisation of central and head office functions and a process of elimination of duplication in staff roles across the Combined Group as described in paragraph 4, but no material change in the balance of the skills and functions of the employees and management of the Combined Group taken as a whole.

The Premier Board envisages no change in the rate of contribution made to Miton's pension schemes following the Merger. Miton only operates defined contribution pension arrangements for its management and employees and has no exposure under any form of defined benefit (final salary) pension schemes.

Miton does not have significant fixed assets (other than premises) and the Premier Board envisages no material redeployment of the fixed assets of Miton.

As stated in paragraph 19 below, dealings in Miton Shares will be suspended prior to the Effective Date and thereafter there will be no trading facilities in relation to Miton Shares.

## **10 RECOMMENDATIONS**

The Miton Directors, who have been so advised by Spencer House as to the financial terms of the Merger, consider the terms of the Merger to be fair and reasonable. Spencer House is providing independent financial advice to the Miton Directors for the purposes of Rule 3 of the City Code. In providing its financial advice to the Miton Directors, Spencer House has taken into account the commercial assessments of the Miton Directors.

Accordingly, the Miton Directors intend unanimously to recommend that Miton Shareholders vote in favour of the Scheme at the Miton Court Meeting and the resolutions relating to the Merger at the Miton General Meeting (or in the event that the Merger is implemented by way of an Offer, to accept or procure acceptance of such Offer) as the Miton Directors who hold Miton Shares have irrevocably undertaken to do or, as they have otherwise irrevocably undertaken to direct (and use all reasonable endeavours to procure that) their nominees do, in respect of their own beneficial holdings of 16,384,128 Miton Shares in aggregate and representing approximately 9.49 per cent. of Miton's issued share capital as at the Latest Practicable Date.

In order to allot and issue the New Shares, Premier will be required to seek the approval of the Premier Shareholders at the Premier General Meeting. The Premier Directors consider the Merger to be in the best interests of Premier and the Premier Shareholders as a whole and intend unanimously to recommend that Premier Shareholders vote in favour of the Premier Resolution to be proposed at the Premier General Meeting which will be convened in connection with the Merger, as they have irrevocably undertaken to direct (and use all reasonable endeavours to procure that) their nominees do in respect of their own beneficial holdings of 7,230,265 Premier Shares representing, in aggregate, approximately 6.83 per cent. of Premier's ordinary share capital in issue as at the Latest Practicable Date. The Premier Directors have received financial advice from Fenchurch in relation to the Merger. In providing their advice to the Premier Directors, Fenchurch has relied upon the Premier Directors' commercial assessment of the Merger.

Further details of the irrevocable undertakings are set out in Appendix 3 to this Announcement.

## 11 BACKGROUND TO AND REASONS FOR THE RECOMMENDATION

Since 31 December 2016, Miton's AUM has grown by over 60 per cent. from £2.9 billion to £4.7 billion, as at 30 June 2019. In addition to this headline figure, Miton has successfully diversified its growth with four investment teams each now having AUM in excess of £600 million. This progression has been matched by strong investment performance, with approximately 85 per cent. of Miton funds ranked either first or second quartile over the five year period to 31 July 2019.

Correspondingly, the financial performance of Miton has also developed strongly, with annual net revenues increasing by approximately 45 per cent. between the years ended 31 December 2016 and December 2018, and a progressive dividend policy being realised with Miton's dividend per share doubling over the same period.

The Miton Board continues to believe that there remains a very substantial opportunity within the UK marketplace for high quality, actively managed investment offerings, but also recognises the wider challenges and headwinds facing the industry more generally. Whilst the Miton Board believes the Miton Group is well placed to continue to develop strongly and its prospects remain undiminished as an independent company, the proposed Merger with Premier represents an exceptional opportunity to transform the competitive positioning of both companies whilst at the same time retaining the key attributes and characteristics to which Miton's clients, staff and shareholders are attracted.

The Miton Directors believe that the compatibility of the two businesses is particularly striking, in terms of each company's investment offering and distribution channels, as well as each having a shared culture of investment excellence with active management at their core.

The Merger will create a more diversified asset manager with greater scale (with reported pro-forma combined AUM of £11.5 billion as at 30 June 2019), attributes the Miton Directors believe to be increasingly important competitive advantages. In addition, the Miton Board believes that the combination will result in a broader investment offering to address the needs of a wider range of clients and a platform better positioned for future growth than Miton could achieve on a standalone basis over the short-term.

For the reasons outlined above, the Miton Board believes the strategic and financial rationale of the Merger to be particularly compelling.

The Merger is expected to result in enhanced value and earnings accretion for Miton Shareholders, reflecting a combination of the agreed exchange ratio, the Special Dividend and significant synergy potential of the proposed transaction.

Based on the Closing Price of 171.75 pence per Premier Share on the Latest Practicable Date, the Merger values each Miton Share at 56.74 pence, comprising an equity value of 51.84 pence and the Special Dividend of 4.9 pence, which represents a premium of approximately 38 per cent. over Miton's Ordinary Share price of 41.00 pence as at the Latest Practicable Date, and approximately 30 per cent. over the average price of 43.49 pence during the one-month period to the Latest Practicable Date.

The share for share Merger enables Miton Shareholders to participate fully in the potential value creation of the combination and benefit from future shareholder returns, including participating in the continuation of Premier's stated dividend policy following the Merger.

The Miton Board believes the terms of the Merger fairly reflect both Miton and Premier's respective standalone businesses and their prospects and an appropriate sharing of the anticipated synergies resulting from the Merger. In addition, Miton will continue to have representation on the Board of the Combined Group, with two non-executive directors and one executive director.

## **12 CURRENT TRADING**

Current trading for both Premier and Miton continues in line with statements made in their respective announcements on 9 July 2019, in the case of Premier, and 18 March 2019 and 12 July 2019, in the case of Miton.

## **13 OFFER-RELATED ARRANGEMENTS**

### ***Confidentiality Agreement***

Premier and Miton have entered into a mutual non-disclosure agreement dated 31 July 2019 pursuant to which each of Premier and Miton has undertaken, among other things, to keep certain information relating to the Merger and the other party confidential and not to disclose it to third parties (other than to permitted parties) unless required by law or regulation.

## **14 IRREVOCABLE UNDERTAKINGS, LETTERS OF INTENT AND UNDERTAKINGS TO INSTRUCT**

### ***Miton Shareholders' Irrevocable Undertakings***

The Miton Directors who are Miton Shareholders have irrevocably undertaken to direct (and to use all reasonable endeavours to procure that) their nominees or, where relevant, to themselves vote in favour of the Scheme (or to accept the Offer, if applicable) in respect of their own beneficial holdings totalling 16,384,128 Miton Shares, representing in aggregate approximately 9.49 per cent. of Miton's issued share capital as at the Latest Practicable Date.

In addition, certain other Miton Shareholders, who are themselves employees of Miton or close relatives thereof, have irrevocably undertaken to:

- (a) instruct their nominees to vote; and
- (b) use all reasonable endeavours to ensure that their nominees comply with their instructions to vote,

in each case in favour of the Scheme (or to accept the Offer, if applicable) in respect of their own beneficial holdings totalling 11,952,703 Miton Shares, representing in aggregate approximately 6.92 per cent. of Miton's issued share capital as at the Latest Practicable Date.

In total, therefore, Miton Shareholders holding in aggregate 28,336,831 Miton Shares (representing approximately 16.41 per cent. of the existing issued share capital of Miton as at the Latest Practicable Date) have given irrevocable undertakings to support the Merger.

The Irrevocable Undertakings described above remain binding in the event that a higher competing offer for Miton is made, but cease to be binding (i) immediately if Premier announces, with the consent of the Panel, that it does not intend to proceed with the Merger, (ii) immediately if the Scheme Document (or Offer Document, if applicable) is not sent to Miton Shareholders on or before the date falling 28 days from the date of this Announcement (or such later date as Miton and Premier may agree, with the consent of the Panel) and (iii) on and from the earlier of (X) the Scheme not having become Effective by the Long Stop Date (or such later date as Miton and Premier may agree, with the consent of the Panel) and (Y) the time and date on which the Merger is withdrawn, lapses or otherwise terminates in accordance with its terms.

### ***Premier Shareholders' Irrevocable Undertakings***

The Premier Directors have irrevocably undertaken to direct (and to use all reasonable endeavours to procure that) their nominees vote in favour of the Premier Resolution to be proposed at the Premier General Meeting in respect of their own beneficial holdings totalling 7,230,265 Premier Shares, representing in aggregate approximately 6.83 per cent of Premier's issued share capital as at the Latest Practicable Date.

In addition, certain other Premier Shareholders, namely The Elcot Fund Limited and Catriona O'Shea, have irrevocably undertaken to:

- (a) instruct their nominees to vote; and
- (b) use all reasonable endeavours to ensure that their nominees comply with their instructions to vote, in each case in favour of the Premier Resolution at the Premier General Meeting in respect of their beneficial holding totalling 16,214,456 Premier Shares (representing approximately 15.33 per cent. of the existing issued share capital of Premier as at the Latest Practicable Date).

In total, therefore, Premier Shareholders holding in aggregate 23,444,721 Premier Shares (representing approximately 22.16 per cent. of the existing issued share capital of Premier as at the Latest Practicable Date) have given irrevocable undertakings to support the Premier Resolution.

### ***Letters of Intent***

Premier has received non-binding letters of intent from Miton's two largest institutional shareholders in respect of 30,096,847 Miton Shares (in aggregate), representing approximately 17.43 per cent. of the share capital of Miton in issue as at the Latest Practicable Date ("**Miton Shareholder Letters of Intent**") to vote, or procure the voting of, such Miton Shares in favour of the Scheme (or to accept the Offer, if applicable).

The Miton Shareholder Letters of Intent are not legally binding and do not prevent those relevant Miton Shareholders from selling or otherwise disposing of their Miton Shares at any time.

Further details of these Miton Shareholder Letters of Intent are set out in Appendix 3 to this Announcement.

## ***Undertakings to Instruct***

### ***Miton Instructions***

Two Miton Directors and one of the members of the Miton management team hold beneficial interests, in aggregate, in 5,000,000 Miton Shares (representing approximately 2.90 per cent. of the share capital of Miton in issue as at the Latest Practicable Date) through the Miton Management Equity Incentive Plan ("**MEI Shares**"). Pursuant to the terms of their irrevocable undertakings, each individual has:

- (a) sent a letter of direction to the Miton EBT1 Trustee (the "**EBT1 Letter of Direction**") directing it to exercise all voting rights attaching to his MEI Shares to vote in favour of the Scheme at the Miton Court Meeting and to vote in favour of the Resolution at the Miton General Meeting (or, in the event that the Merger is implemented by way of an Offer, to accept the Offer); and
- (b) sent a non-binding letter of recommendation to the Miton EBT2 Trustee (the "**EBT2 Letter of Recommendation**") that the Miton EBT2 Trustee instructs the Miton EBT1 Trustee to exercise all voting rights attaching to the MEI Shares to vote in favour of the Scheme at the Miton Court Meeting and to vote in favour of the Resolution at the Miton General Meeting (or, in the event that the Merger is implemented by way of an Offer, to accept the Offer).

The EBT1 Letter of Direction constitutes a binding irrevocable direction from the relevant individual to the Miton EBT1 Trustee, only to the extent that the Miton EBT2 Trustee directs the Miton EBT1 Trustee to vote the MEI Shares in the same way that the relevant individual has instructed the Miton EBT1 Trustee to vote. The EBT2 Letter of Recommendation constitutes a non-binding recommendation only and the Miton EBT2 Trustee may lawfully elect not to act in accordance with the individual's recommendation. In the event that the directions in respect of the MEI Shares provided to the Miton EBT1 Trustee by each individual and separately by the Miton EBT2 Trustee are different, the Miton EBT1 Trustee shall abstain from voting the MEI Shares entirely.

Pursuant to an irrevocable undertaking given by Miton to Premier (the "**Miton Irrevocable Undertaking**"), Miton has:

- (i) directed the Miton EBT1 Trustee to exercise the voting rights attaching to all the Miton Allocated Shares (which includes the MEI Shares) and Miton Unallocated Shares (in aggregate, 16,204,517 shares, representing approximately 9.39 per cent. of the share capital of Miton in issue as at the Latest Practicable Date);
- (ii) in respect of the Miton Unallocated Shares, requested that the Miton EBT1 Trustee exercises the voting rights attaching to those shares in favour of the Scheme at the Miton Court Meeting and to vote in favour of the Resolution at the Miton General Meeting (or, in the event that the Merger is implemented by way of an Offer, to accept the Offer); and



- (iii) in respect of the Miton Allocated Shares, requested that the Miton EBT1 Trustee seeks irrevocable directions from each of the joint beneficial owners of the Miton Allocated Shares in respect of the voting rights attaching to those shares.

Subsequently, Premier has received a letter of intent from the Miton EBT1 Trustee (the "**Miton EBT1 Trustee Letter of Intent**") confirming its intention to vote in favour of the Scheme (or, if applicable, to accept the Offer) in respect of the Miton Unallocated Shares (being 9,104,517 Miton Shares, representing approximately 5.27 per cent. of the share capital of Miton as at the Latest Practicable Date). The Miton EBT1 Trustee Letter of Intent also confirms that it has received irrevocable directions from each of the joint beneficiaries of the MEI Shares (comprising part of the Miton Allocated Shares, being 5,000,000 Miton Shares, representing approximately 2.90 per cent. of the share capital of Miton as at the Latest Practicable Date) directing it to vote in favour of the Scheme (or, if applicable, to accept the Offer) and its current intention is to comply with those directions. The Miton EBT1 Trustee has also confirmed that it intends to seek irrevocable instructions from each other beneficiary who has an interest in the Allocated Shares (other than in respect of the MEI Shares) in respect of the voting rights attaching to such Allocated Shares in connection with the Merger. The Miton EBT1 Trustee Letter of Intent is not legally binding on the Miton EBT1 Trustee. To the extent that the Miton EBT1 Trustee decides not to vote in accordance with this intention it will inform Miton, Premier and the Panel accordingly.

**There can be no guarantee that the Miton EBT Trustees will follow any of the directions, instructions, requests and/or recommendations referred to above.**

#### ***Premier Instructions***

In addition, Premier has irrevocably undertaken to instruct the trustee of the Premier employee benefit trust (the "**Premier EBT**") to instruct its nominee (as registered owner of the relevant shares) to vote in favour of the Premier Resolution at the Premier General Meeting in respect of the Premier EBT's holding totalling 4,642,830 Premier Shares (representing approximately 4.39 per cent. of the existing issued share capital of Premier as at the Latest Practicable Date).

**There can be no guarantee that the trustee of the Premier EBT will follow the instruction referred to above.**

Further details of these Irrevocable Undertakings, Letters of Intent and Undertakings to Instruct are set out in Appendix 3 to this Announcement.

## **15 CONDITIONS AND SCHEME OF ARRANGEMENT**

Appendix 1 to this Announcement sets out the Conditions and further terms to which the Merger will be subject, including details of requisite regulatory approvals.

It is intended that the Merger will be effected by a court sanctioned scheme of arrangement of Miton, between Miton and the Miton Shareholders, under Part 26 of the Companies Act 2006.

Under the Scheme, the Scheme Shares held by Scheme Shareholders will be transferred to Premier in consideration for which Scheme Shareholders will receive the New Shares on the basis set out in paragraph 2 of this Announcement.

The Merger will be subject to the Conditions and further terms and conditions referred to in Appendix 1 to this Announcement and to be set out in the Scheme Document.

To become effective, the Scheme requires the approval of Scheme Shareholders by the passing of a resolution at the Miton Court Meeting. The resolution must be approved by a majority in number of the Scheme Shareholders present and voting (and entitled to vote), either in person or by proxy, representing not less than 75 per cent. in value of the Scheme Shares voted by such Scheme Shareholders. In addition, a special resolution must be passed at the Miton General Meeting to deal with certain ancillary matters, which requires the approval of Miton Shareholders representing at least 75 per cent. of the votes cast at the Miton General Meeting (either in person or by proxy). The Miton General Meeting will be held immediately after the Miton Court Meeting.

The Miton Meetings are to be held no later than the 22<sup>nd</sup> day after the expected date of the Miton Meetings to be set out in the Scheme Document in due course (or such later date as may be agreed between Miton and Premier).

Following the Miton Meetings, the Scheme must be sanctioned by the Court no later than the 22<sup>nd</sup> day after the expected date of the Miton Court Hearing to be set out in the Scheme Document in due course (or such later date as may be agreed between Miton and Premier). The Scheme will only become effective once a copy of the Court Order is delivered to the Registrar of Companies.

Upon the Scheme becoming effective, it will be binding on all Miton Shareholders, irrespective of whether or not they attended or voted at the Miton Meetings and the New Shares will be allotted and issued by Premier to Scheme Shareholders no later than 14 days after the Effective Date.

The Scheme Document will include full details of the Scheme, together with notices of the Miton Court Meeting and the Miton General Meeting and the expected timetable, and will specify the action to be taken by Scheme Shareholders.

The Scheme will be governed by English law. The Scheme will be subject to the applicable requirements of the City Code, the Panel, the London Stock Exchange and AIM.

## **16 INDICATIVE TIMING**

The timing of implementation of the Merger will be dependent upon a number of factors including availability of the Court and receipt of regulatory approvals. However, subject to these factors, it is expected that the posting of the Scheme Document and the Premier Circular will occur on or about 17 September 2019 and that the Scheme will become effective in the fourth quarter of 2019.

## **17 PREMIER SHAREHOLDER APPROVAL**

In order to allot and issue the New Shares, Premier will be required to seek the approval of the Premier Shareholders at the Premier General Meeting.

Premier will prepare and send the Premier Circular to Premier Shareholders, which will include a notice convening the Premier General Meeting. The Merger is conditional on, among other things, the Premier Resolution being passed by the requisite majority of Premier Shareholders at the Premier General Meeting.

It is expected that the Premier Circular will be posted to Premier Shareholders at the same time as the Scheme Document is posted to Miton Shareholders, expected to be on or about 17 September 2019.

## **18 ADMISSION OF NEW SHARES**

Application will be made to the London Stock Exchange for the New Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings for normal settlement in the New Shares will commence on AIM at 8.00 am on the first Business Day following the Effective Date.

## **19 CANCELLATION OF TRADING OF MITON SHARES ON AIM**

It is intended that dealings in Miton Shares should be suspended shortly prior to the Effective Date, at a time to be set out in the Scheme Document. It is further intended that an application will be made to AIM for the cancellation of the trading of the Miton Shares on AIM and the London Stock Exchange will be requested to cancel the listing of Miton Shares on AIM to take effect on or shortly after the Effective Date.

Share certificates in respect of the Miton Shares will cease to be valid and should be destroyed on the first Business Day following the Effective Date.

In addition, entitlements held within the CREST system to the Miton Shares will be cancelled on the first Business Day following the Effective Date.

## **20 SHARE PLANS**

Participants in the Miton Share Plans will be contacted regarding the effect of the Merger on their rights under these plans and provided with further details concerning the proposals which will be made to them in due course. Details of the proposals will be set out in the Scheme Document or, as the case may be, the Offer Document and in separate letters to be sent to participants in the Miton Share Plans.

## **21 OPENING POSITION DISCLOSURE**

In connection with the Merger, Premier will make a public Opening Position Disclosure setting out details of its interests or short positions in, or rights to subscribe for, any relevant securities of Miton by no later than 12 noon on 5 September 2019.

Premier's Opening Position Disclosure will include details of any interests or short positions in, or rights to subscribe for, any relevant securities of Miton held by all persons acting in concert with Premier.

## **22 DISCLOSURE OF INTERESTS**

As at the close of business on 3 September 2019, being the Latest Practicable Date, save for the irrevocable undertakings referred to in paragraph 4 above, neither Premier, nor any of the Premier Directors, nor, so far as Premier is aware, any person acting in concert (within the meaning of the City Code) with Premier has:

- any interest in, or right to subscribe for, any Miton Shares nor does any such person have any short position in Miton Shares, including any short position under a derivative, any agreement to sell, any delivery obligation or right to require another person to purchase or take delivery of Miton Shares; or
- borrowed or lent any Miton Shares or entered into any financial collateral arrangements relating to Miton Shares.

Fenchurch is a subsidiary of Groupe BPCE. It has not been practicable to interrogate all the entities within Groupe BPCE regarding interests that they may hold in the securities of Miton. An Opening Position Disclosure will accordingly be made by Groupe BPCE as soon as it is practicable.

### **23 DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will, by no later than 12 noon on 5 September 2019, be published on Premier's website at [www.premierfunds.co.uk/corporate](http://www.premierfunds.co.uk/corporate) and on Miton's website at [www.mitongroup.com/announcements](http://www.mitongroup.com/announcements):

- (a) this Announcement;
- (b) irrevocable undertakings and letters of intent listed in Appendix 3 to this Announcement; and
- (c) the Confidentiality Agreement.

### **24 GENERAL**

Premier reserves the right to elect to implement the Merger by way of an Offer for the entire issued and to be issued share capital of Miton not already held by Premier as an alternative to the Scheme in the following circumstances: (i) if Miton consents; (ii) if the Miton Directors withdraw or modify their unanimous and unconditional recommendation of the Merger to the Miton Shareholders; or (iii) if a third party announces a firm intention to make an offer for the entire issued share capital of Miton which is recommended in whole or in part by the Miton Directors, subject in each case to the Panel's consent. In such an event an Offer will be implemented on the same terms (subject to appropriate amendments), so far as applicable, as those which would apply to the Scheme and subject to the amendments referred to in Part C of Appendix 1 to this Announcement.

If the Merger is effected by way of an Offer and such Offer becomes or is declared unconditional in all respects and sufficient acceptances are received, Premier intends to: (i) request the London Stock Exchange to cancel trading in Miton Shares on AIM; and (ii) exercise its rights to apply the provisions of Chapter 3 of Part 28 of the Companies Act 2006 to acquire compulsorily the remaining Miton Shares in respect of which the Offer has not been accepted.

**Further Information**

This Announcement is for information purposes only and is not intended to and does not constitute or form part of an offer, invitation or the solicitation of an offer or invitation to purchase or, otherwise acquire, subscribe for, sell or otherwise dispose of any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Merger or otherwise nor shall there be any sale, issuance or transfer of securities of Premier or Miton pursuant to the Merger in any jurisdiction in contravention of applicable laws. The Merger will be implemented solely pursuant to the terms of the Scheme Document (or, in the event that the Merger is to be implemented by means of an Offer, the Offer Document), which will contain the full terms and conditions of the Merger, including details of how to vote in respect of the Merger. Any decision in respect of, or other response to, the Merger should be made on the basis of the information contained in the Scheme Document.

Premier will prepare the Premier Circular to be distributed to Premier Shareholders. Miton and Premier urge Miton Shareholders to read the Scheme Document carefully when it becomes available because it will contain important information in relation to the Merger, the New Shares and the Combined Group. Premier urges Premier Shareholders to read the Premier Circular carefully when it becomes available. Any vote in respect of resolutions to be proposed at the Miton Meetings or the Premier General Meeting to approve the Merger, the Scheme or related matters, should be made only on the basis of the information contained in the Scheme Document (in the case of Miton Shareholders) and the Premier Circular (in the case of Premier Shareholders).

This Announcement does not constitute a prospectus or prospectus equivalent document.

**Information Relating to Miton Shareholders**

Please be aware that addresses, electronic addresses and certain other information provided by Miton Shareholders, persons with information rights and other relevant persons for the receipt of communications from Miton may be provided to Premier during the Offer Period as required under Section 4 of Appendix 4 of the City Code.

**Overseas Jurisdictions**

The release, publication or distribution of this Announcement in or into jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe any applicable legal or regulatory requirements. In particular, the ability of persons who are not resident in the United Kingdom to vote their Miton Shares with respect to the Scheme at the Miton Court Meeting, or to execute and deliver forms of proxy appointing another to vote at the Miton Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with the applicable 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 Merger disclaim any responsibility or liability for the violation of such restrictions by any person. This Announcement has been prepared for the purpose of complying

with English law and the City Code and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom.

Unless otherwise determined by Premier or required by the City Code, and permitted by applicable law and regulation, the New Shares to be issued pursuant to the Merger to Miton Shareholders will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Merger by any such use, means, instrumentality or from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and any formal documentation relating to the Merger are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws of that jurisdiction, and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send such documents in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of the Merger. If the Merger is implemented by way of an Offer (unless otherwise permitted by applicable law and regulation), the Offer may not be made directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Offer may not be capable of acceptance by any such use, means, instrumentality or facilities or from within any Restricted Jurisdiction.

The availability of New Shares under the Merger to Miton Shareholders who are not resident in the United Kingdom or the ability of those persons to hold such shares may be affected by the laws or regulatory requirements of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements. Miton Shareholders who are in doubt about such matters should consult an appropriate independent professional adviser in the relevant jurisdiction without delay.

Further details in relation to Miton Shareholders will be contained in the Scheme Document.

#### ***Additional Information for US Investors***

The Merger relates to the shares of an English company and is being made by means of a scheme of arrangement provided for under English company law. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act. Accordingly, the Merger is subject to the disclosure requirements and practices applicable in the United Kingdom to schemes of arrangement which differ from the disclosure requirements of United States tender offer and proxy solicitation rules. If, in the future, Premier exercises the right to implement the Merger by way of an Offer and determines to extend the Offer into the United States, the Merger will be made in compliance with applicable United States laws and

regulations. Financial information included in this Announcement and the Scheme Document has been or will have been prepared in accordance with accounting standards applicable in the United Kingdom that may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

It may be difficult for US holders of Miton Shares to enforce their rights and any claim arising out of the US federal laws, since Miton and Premier are located in a non-US jurisdiction, and some or all of their officers and directors may be residents of a non-US jurisdiction. US holders of Miton Shares may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.

The Merger is intended to be carried out under a scheme of arrangement provided for under English company law (which requires the approval of the Scheme Shareholders). If so, it is expected that any New Shares to be issued pursuant to the Scheme to Miton Shareholders will be issued in reliance upon the exemption from the registration requirements of the US Securities Act, provided by Section 3(a)(10) thereof.

Securities issued pursuant to the Scheme will not be registered under any US state securities laws and may only be issued to persons resident in a state pursuant to an exemption from the registration requirements of the securities laws of such state.

For the purpose of qualifying for the exemption provided by Section 3(a)(10) of the US Securities Act, Miton will advise the Court that its sanctioning of the Scheme will be relied on by Premier as an approval of the Scheme following a hearing on its fairness to Miton Shareholders, at which Court hearing all Miton Shareholders are entitled to attend in person or through counsel to support or oppose the sanctioning of the Scheme and with respect to which notification has been given to all such holders.

#### ***Important Notices Relating to Financial Advisers***

Fenchurch, which is authorised and regulated by the FCA in the UK, is acting exclusively for Premier and no one else in connection with the Merger and will not be responsible to anyone other than Premier for providing the protections afforded to clients of Fenchurch or for providing advice in relation to the Merger or any other matters referred to in this Announcement.

Numis, which is authorised and regulated by the FCA in the UK, is acting as financial adviser, nominated adviser and joint corporate broker exclusively for Premier and no one else in connection with the matters set out in this Announcement and will not be responsible to any person other than Premier for providing the protections afforded to clients of Numis, nor for providing advice in relation to the Merger, the content of this Announcement or any matter referred to herein.

Spencer House is authorised and regulated by the FCA in the UK. Spencer House is acting as lead financial adviser exclusively for Miton and no one else in connection with the matters set out in this Announcement and will not regard

any other person as its client in relation to the matters set out in this Announcement and will not be responsible to anyone other than Miton for providing the protections afforded to clients of Spencer House or its affiliates, or for providing advice in relation to any matter referred to herein.

Liberum, which is authorised and regulated by the FCA in the UK, is acting as nominated adviser, financial adviser and corporate broker exclusively for Miton and no one else in connection with the Merger and will not be responsible to anyone other than Miton for providing the protections afforded to clients of Liberum, nor for providing advice in relation to the Merger or any other matters referred to in this Announcement. In particular, while Liberum act as joint corporate broker to Premier it has not provided advice to Premier in connection with the matters set out in this Announcement.

### ***Cautionary Note Regarding Forward-Looking Statements***

This Announcement (including information incorporated by reference into this Announcement), oral statements regarding the Merger and other information published by Premier and Miton contain certain forward-looking statements with respect to the financial condition, strategies, objectives, results of operations and businesses of Premier and Miton and their respective groups and certain plans and objectives with respect to the Combined Group. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of Premier and Miton about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. The forward-looking statements contained in this Announcement include statements relating to the expected effects of the Merger on Premier and Miton, the expected timing and scope of the Merger and other statements other than historical facts. Forward-looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "hope", "aims", "continue", "will", "may", "should", "would", "could", or other words of similar meaning. These statements are based on assumptions and assessments made by Premier, and/or Miton in light of their experience and their perception of historical trends, current conditions, future developments and other factors they believe appropriate. By their nature, forward-looking statements involve risk and uncertainty, because they relate to events and depend on circumstances that will occur in the future and the factors described in the context of such forward-looking statements in this Announcement could cause actual results and developments to differ materially from those expressed in or implied by such forward-looking statements. Although it is believed that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct and readers are therefore cautioned not to place undue reliance on these forward-looking statements.

There are several factors which could cause actual results to differ materially from those expressed or implied in forward-looking statements. Among the factors that could cause actual results to differ materially from those described in the forward-looking statements are changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and



interest rates, changes in tax rates and future business combinations or dispositions. For a discussion of important factors which could cause actual results to differ from forward-looking statements in relation to the Premier Group or the Miton Group, refer to the annual report and accounts for Premier for the year ended 30 September 2018 and for Miton for the year ended 31 December 2018, respectively.

Each forward-looking statement speaks only as at the date of this Announcement. Neither Premier nor Miton, nor their respective groups assumes any obligation to update or correct the information contained in this Announcement (whether as a result of new information, future events or otherwise), except as required by applicable law.

### ***Rounding***

Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

### ***No Profit Forecasts or Estimates***

No statement in this Announcement (including any statement of estimated synergies) is intended as a profit forecast or estimate for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per share or dividend per share for Premier, Miton or the Combined Group, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share or dividend per share for Premier, Miton or the Combined Group as appropriate.

### ***Quantified Financial Benefits Statements***

The statements in the Quantified Financial Benefits Statement relate to future actions and circumstances which, by their nature, involve risks, uncertainties and contingencies and which may in some circumstances be subject to consultation with employees or their representatives. The synergies and cost savings referred to may not be achieved, or may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated. For the purposes of Rule 28 of the City Code, the Quantified Financial Benefits Statement contained in this Announcement is the responsibility of Premier and the Premier Directors.

### ***Dealing and Opening Position Disclosure Requirements***

Under Rule 8.3(a) of the City Code, any person who is interested in one per cent. 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 10<sup>th</sup> Business Day following the commencement of the Offer Period and, if appropriate, by no later than 3.30 pm (London time) on the 10<sup>th</sup> 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 City Code, any person who is, or becomes, interested in one per cent. 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 Panel's website at [www.thetakeoverpanel.org.uk](http://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 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.

#### ***Publication on website and availability of hard copies***

A copy of this Announcement is and will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, for inspection on Premier's website [www.premierfunds.co.uk/corporate](http://www.premierfunds.co.uk/corporate) and on Miton's website [www.mitongroup.com/announcements](http://www.mitongroup.com/announcements) by no later than 12 noon (London time) on the Business Day following this Announcement. For the avoidance of doubt, the contents of the websites referred to in this Announcement are not incorporated into and do not form part of this Announcement.

Premier Shareholders may request a hard copy of this Announcement by: (i) contacting Premier during business hours on +44 (0) 1483 30 60 90 or (ii) by submitting a request in writing to Premier at Eastgate Court, High Street, Guildford, Surrey GU1 3DE.

Miton Shareholders may request a hard copy of this Announcement by: (i) contacting Miton during business hours on +44 (0) 2037 14 15 00 or (ii) by

submitting a request in writing to Miton at 6<sup>th</sup> Floor, Paternoster House, 65 St. Paul's Churchyard, London EC4M 8AB.

If you are in any doubt about the contents of this Announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or independent financial adviser duly authorised under FSMA if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

## APPENDIX 1

### CONDITIONS TO AND CERTAIN FURTHER TERMS OF THE MERGER

#### Part A: Conditions to the Merger

The Merger will be conditional upon the Scheme becoming unconditional and becoming effective, subject to the provisions of the City Code, by no later than the Long Stop Date, or such later date (if any) as Premier and Miton may agree, with the consent of the Panel, and the Court may allow.

#### Scheme approval

The Scheme will be conditional upon:

- (A) its approval by a majority in number representing not less than 75 per cent. in value of the Scheme Shareholders (or the relevant class or classes thereof, if applicable) present and voting, either in person or by proxy, at the Miton Court Meeting and at any separate class meeting which may be required by the Court or at any adjournment of any such meeting on or before the 22<sup>nd</sup> day after the expected date of the Miton Court Meeting to be set out in the Scheme Document in due course (or such later date, if any, as Premier and Miton may agree and the Court may allow);
- (B) all resolutions necessary to approve and implement the Scheme being duly passed by the requisite majority or majorities at the Miton General Meeting or at any adjournment of that meeting on or before the 22<sup>nd</sup> day after the expected date of the General Meeting to be set out in the Scheme Document in due course (or such later date, if any, as Premier and Miton may agree and the Court may allow); and
- (C) the sanction of the Scheme with or without modification (but subject to any such modification being acceptable to Premier and Miton) by the

Court on or before the 22<sup>nd</sup> day after the expected date of the Miton Court Hearing to be set out in the Scheme Document in due course (or such later date, if any, as Premier and Miton may agree and the Court may allow) and the delivery of a copy of the Court Order to the Registrar of Companies.

In addition, Premier and Miton have agreed that the Merger will be conditional upon the following conditions and, accordingly, the necessary actions to make the Scheme effective will not be taken unless the following Conditions (as amended if appropriate) have been satisfied or, where relevant, waived:

#### **Premier Shareholder approval**

- (D) the passing at the Premier General Meeting (or at any adjournment thereof) of the Premier Resolution to authorise the allotment and issue of New Shares to Scheme Shareholders (and any other Miton Shareholders whose Miton Shares are issued after the Scheme becomes Effective);

#### **Admission to trading**

- (E) the London Stock Exchange having acknowledged to Premier or its agent (and such acknowledgement not having been withdrawn) that the New Shares will be admitted to trading on AIM;

#### **Approval under FSMA**

- (F) in respect of Premier, the appropriate regulator (as defined in section 178(2A) of FSMA) of each UK authorised person (as defined in section 191G of FSMA) within the Wider Miton Group in which Premier intends to acquire or increase control:
- (i) having given notice for the purposes of section 189(4) (a) of FSMA that it has determined to approve the acquisition or increase in control on terms reasonably satisfactory to Premier; or
  - (ii) being treated, by virtue of section 189(6) of FSMA, as having approved such acquisition of or increase in control,

where references to FSMA are read, where applicable, with the Financial Services and Markets Act 2000 (Controllers) (Exemptions) Order 2009;

#### **Other regulatory approvals**

- (G) no government, governmental, quasi-governmental, supranational, statutory or regulatory body, trade agency, association, institution or professional body having responsibility for the regulation or supervision of banking, consumer credit or financial services having:
- (i) withdrawn or refused to renew, or threatened to withdraw or to refuse to renew, any licence or permission; or

- (ii) instituted, implemented, taken or omitted, or threatened to take or to omit, any other action,

the effect of which would be materially and adversely to affect the businesses, assets, prospects or profits of the Wider Miton Group (save as Disclosed) or the Wider Premier Group, and upon no such licences or permissions terminating or otherwise becoming invalid as a result of the Merger or its implementation the effect of which would be materially and adversely to affect the businesses, assets, prospects or profits of the Wider Miton Group or the Wider Premier Group;

#### **General Third Party clearances and regulatory**

- (H) other than in respect of Condition (F) above, no government or governmental, quasi-governmental, supranational, statutory, regulatory, environmental or investigative body, court, trade agency, association, institution or any other body or person whatsoever in any jurisdiction (each a "**Third Party**") having decided to take, institute, implement or threaten any action, proceeding, suit, investigation, enquiry or reference, or enacted, made or proposed any statute, regulation, decision or order, or having taken any other steps which would or might reasonably be expected to:

- (i) require, prevent or delay the divestiture, or materially alter the terms envisaged for any proposed divestiture by any member of the Wider Premier Group or any member of the Wider Miton Group of all or any portion of their respective businesses, assets or property or impose any limitation on the ability of any of them to conduct their respective businesses (or any of them) or to own any of their respective assets or properties or any part thereof which, in any such case, is material in the context of the Wider Premier Group or the Wider Miton Group, in either case taken as a whole;
- (ii) require, prevent or delay the divestiture by any member of the Wider Premier Group of any shares, securities or other interests in any member of the Wider Miton Group;
- (iii) impose any material limitation on, or result in a delay in, the ability of any member of the Wider Premier Group directly or indirectly to acquire or to hold or to exercise effectively, directly or indirectly, any rights of ownership in respect of shares or loans or securities convertible into shares or any other securities (or the equivalent) in any member of the Wider Miton Group or the Wider Premier Group or to exercise management control over any such member;
- (iv) otherwise adversely affect the business, assets, profits or prospects of any member of the Wider Premier Group or of any member of the Wider Miton Group to an extent which is material in the context of the Wider

Premier Group or the Wider Miton Group, in either case taken as a whole;

- (v) make the Merger or its implementation or the acquisition or proposed acquisition by Premier or any member of the Wider Premier Group of any shares or other securities in, or control of Miton void, illegal, and/or unenforceable under the laws of any jurisdiction, or otherwise, directly or indirectly, restrain, restrict, prohibit, delay or otherwise interfere with the same, or impose additional conditions or obligations with respect thereto, or otherwise challenge or interfere therewith;
- (vi) require any member of the Wider Premier Group or the Wider Miton Group to offer to acquire any shares or other securities (or the equivalent) or interest in any member of the Wider Miton Group or the Wider Premier Group owned by any third party;
- (vii) impose any limitation on, or result in any delay of, the ability of any member of the Wider Miton Group or the Wider Premier Group to integrate or co-ordinate its business, or any part of it, with the businesses of any other member of the Wider Miton Group or the Wider Premier Group which is adverse to and material in the context of the Wider Miton Group or the Wider Premier Group, in each case taken as a whole or in the context of the Merger; or
- (viii) result in any member of the Wider Miton Group or the Wider Premier Group ceasing to be able to carry on business under any name under which it presently does so,

and all applicable waiting and other time periods during which any such Third Party could institute, implement or threaten any action, proceeding, suit, investigation, enquiry or reference or any other step under the laws of any jurisdiction in respect of the Merger or the acquisition or proposed acquisition of any Miton Shares having expired, lapsed or been terminated;

- (I) Other than in relation to the regulatory approvals referred to in Condition (F) above, all necessary filings or applications having been made in connection with the Merger and all statutory or regulatory obligations in any jurisdiction having been complied with in connection with the Merger or the acquisition by any member of the Wider Premier Group of any shares or other securities in, or control of, Miton and all authorisations, orders, recognitions, grants, consents, licences, confirmations, clearances, permissions and approvals reasonably deemed necessary or appropriate by Premier or any member of the Wider Premier Group for or in respect of the Merger or the proposed acquisition of any shares or other securities in, or control of, Miton by any member of the Wider Premier Group having been obtained in terms and in a form reasonably satisfactory to Premier from all

appropriate Third Parties or persons with whom any member of the Wider Miton Group has entered into contractual arrangements and all such authorisations, orders, recognitions, grants, consents, licences, confirmations, clearances, permissions and approvals together with all material authorisations orders, recognitions, grants, licences, confirmations, clearances, permissions and approvals necessary or appropriate to carry on the business of any member of the Wider Miton Group which is material in the context of the Premier Group or the Miton Group as a whole remaining in full force and effect and all filings necessary for such purpose have been made and there being no notice or intimation of any intention to revoke or not to renew any of the same at the time at which the Merger becomes otherwise unconditional and all necessary statutory or regulatory obligations in any jurisdiction having been complied with;

***Certain matters arising as a result of any arrangement, agreement etc.***

- (J) save as Disclosed, there being no provision of any agreement, arrangement, licence, permit or other instrument to which any member of the Wider Miton Group is a party or by or to which any such member or any of its assets may be bound, entitled or subject, which in consequence of the Merger or the proposed acquisition of any shares or other securities in Miton or because of a change in the control or management of Miton or otherwise, could or might result in (in each case to an extent which is material and adverse in the context of the Wider Miton Group as a whole, or in the context of the Merger):
- (i) any moneys borrowed by or any other indebtedness (actual or contingent) of, or grant available to any such member, being or becoming repayable or capable of being declared repayable immediately or earlier than their or its stated maturity date or repayment date or the ability of any such member to borrow moneys or incur any indebtedness being withdrawn or inhibited or being capable of becoming or being withdrawn or inhibited;
  - (ii) any such agreement, arrangement, licence, permit or instrument or the rights, liabilities, obligations or interests of any such member thereunder being terminated or adversely modified or adversely affected or any obligation or liability arising or any adverse action being taken or arising thereunder;
  - (iii) any assets or interests of any such member being or falling to be disposed of or charged or any right arising under which any such asset or interest could be required to be disposed of or charged;
  - (iv) the creation or enforcement of any mortgage, charge or other security interest over the whole or any part of the business, property or assets of any such member;
  - (v) the rights, liabilities, obligations or interests of any such member in, or the business of any such member with,

any person, firm or body (or any arrangement or arrangements relating to any such interest or business) being terminated, adversely modified or adversely affected;

- (vi) the value of any such member or its financial or trading position or prospects being prejudiced or adversely affected;
- (vii) any such member ceasing to be able to carry on business under any name under which it presently does so; or
- (viii) the creation of any liability, actual or contingent, by any such member,

and no event having occurred which, under any provision of any agreement, arrangement, licence, permit or other instrument to which any member of the Wider Miton Group is a party or by or to which any such member or any of its assets may be bound, entitled or subject, could result in any of the events or circumstances as are referred to in sub-paragraphs (i) to (viii) of this Condition (in each case to the extent which is material in the context of the Wider Miton Group taken as a whole);

***Certain events occurring since 31 December 2018***

- (K) save as Disclosed, no member of the Wider Miton Group having, since 31 December 2018
  - (i) save as between Miton and wholly-owned subsidiaries of Miton or for Miton Shares issued pursuant to the exercise of options or vesting of awards granted under the Miton Share Plans, issued, authorised or proposed the issue of additional shares of any class;
  - (ii) save as between Miton and wholly-owned subsidiaries of Miton, or for the grant of options or awards under the Miton Share Plans, issued or agreed to issue, authorised or proposed the issue of securities convertible into shares of any class or rights, warrants or options to subscribe for, or acquire, any such shares or convertible securities;
  - (iii) other than to another member of the Miton Group or as provided for in this Announcement as the Special Dividend and any Additional Miton Dividend, recommended, declared, paid or made or proposed to recommend, declare, pay or make any bonus, dividend or other distribution whether payable in cash or otherwise;
  - (iv) save for intra-Miton Group transactions, merged or demerged with any body corporate or acquired or disposed of or transferred, mortgaged or charged or created any security interest over any assets or any right, title or interest in any asset (including shares and trade investments) or authorised or



proposed or announced any intention to propose any merger, demerger, acquisition or disposal, transfer, mortgage, charge or security interest, in each case, (i) other than in the ordinary course of business and (ii) which is material in the context of the Wider Miton Group taken as a whole;

- (v) save for intra-Miton Group transactions, made or authorised or proposed or announced an intention to propose any change in its loan capital in each case, to the extent which is material in the context of the Wider Miton Group taken as a whole;
- (vi) issued, authorised or proposed the issue of any debentures or (save for intra-Miton Group transactions), save in the ordinary course of business, incurred or increased any indebtedness or become subject to any guarantee or contingent liability;
- (vii) purchased, redeemed or repaid or announced any proposal to purchase, redeem or repay any of its own shares or other securities or reduced or, save in respect to the matters mentioned in sub-paragraph (i) above, made any other change to any part of its share capital, in each case, to the extent which is material in the context of the Wider Miton Group taken as a whole;
- (viii) other than pursuant to the Merger (and except for transactions between Miton and its wholly-owned subsidiaries or between wholly-owned subsidiaries of Miton which are not material in the context of the Wider Miton Group) implemented, or authorised, proposed or announced its intention to implement, any reconstruction, amalgamation, scheme, commitment or other transaction or arrangement;
- (ix) entered into or changed the terms of any contract with any director or senior executive;
- (x) entered into or varied or authorised, proposed or announced its intention to enter into or vary any contract, transaction or commitment (whether in respect of capital expenditure or otherwise) which is of a long term, onerous or unusual nature or magnitude or which is or could be restrictive on the businesses of any member of the Wider Miton Group or the Wider Premier Group or which involves or could involve an obligation of such a nature or magnitude other than in the ordinary course of business and which is material or would be reasonably likely to be material in the context of the Wider Miton Group taken as a whole;
- (xi) (other than in respect of a member which is dormant and was solvent at the relevant time) taken any corporate action or had any legal proceedings started or threatened against it for its winding-up, dissolution or reorganisation or for the appointment of a receiver, administrative receiver, administrator, trustee or similar officer of all or any of its assets or revenues or any analogous proceedings in any jurisdiction or had any such

person appointed, and in each such case, to the extent which is material in the context of the Wider Miton Group taken as a whole;

- (xii) entered into any contract, transaction or arrangement which would be restrictive on the business of any member of the Wider Miton Group other than to a nature and extent which is normal in the context of the business concerned, and in each such case which is material or would be reasonably likely to be material in the context of the Wider Miton Group taken as a whole;
- (xiii) waived or compromised any claim otherwise than in the ordinary course of business and in any case which is material or would be reasonably likely to be material in the context of the Wider Miton Group taken as a whole;
- (xiv) entered into any contract, commitment, arrangement or agreement or passed any resolution or made any offer (which remains open for acceptance) with respect to or announced any intention to, or to propose to, effect any of the transactions, matters or events referred to in this Condition;
- (xv) having made or agreed or consented to any change to:
  - (1) the terms of the trust deeds constituting the pension scheme(s) established by any member of the Wider Miton Group for its directors, employees or their dependents;
  - (2) the contributions payable to any such scheme(s) or to the benefits which accrue or to the pensions which are payable thereunder;
  - (3) the basis on which qualification for, or accrual or entitlement to, such benefits or pensions are calculated or determined; or
  - (4) the basis upon which the liabilities (including pensions) of such pension schemes are funded, valued or made,in each case, to the extent which is material in the context of the Wider Miton Group taken as a whole;
- (xvi) proposed, agreed to provide or modified the terms of the Miton Share Plans or any share option scheme, incentive scheme or other benefit constituting a material change relating to the employment or termination of employment of a material category of persons employed by the Wider Miton Group or which constitutes a material change to the terms or conditions of employment of any senior employee of the Wider Miton Group, save as agreed by the Panel or by Premier; or
- (xvii) having taken (or agreed or proposed to take) any action which requires, or would require, the consent of the Panel or the

approval of Miton Shareholders in general meeting in accordance with, or as contemplated by, Rule 21.1 of the City Code.

***No adverse change, litigation or regulatory enquiry***

- (L) save as Disclosed, since, in the case of Miton, 31 December 2018 or in the case of Premier, 30 September 2018:
- (i) no adverse change or deterioration having occurred in the business, assets, financial or trading position or profits or prospects of any member of the Wider Miton Group or the Wider Premier Group which, in any such case, is material in the context of the Wider Miton Group or the Wider Premier Group taken as a whole and no circumstances have arisen which would or might reasonably be expected to result in any such adverse change;
  - (ii) (other than as a result of or in connection with the Merger), no litigation, arbitration proceedings, prosecution or other legal proceedings to which any member of the Wider Miton Group or the Wider Premier Group is or may become a party (whether as a plaintiff, defendant or otherwise) and no investigation by any Third Party against or in respect of any member of the Wider Miton Group or the Wider Premier Group having been instituted announced or threatened by or against or remaining outstanding in respect of any member of the Wider Miton Group or the Wider Premier Group which in any such case, has had or might reasonably be expected to have an adverse effect that is material in the context of the Wider Miton Group or the Wider Premier Group; and
  - (iii) no contingent or other liability having arisen or become apparent to Premier or Miton (other than in the ordinary course of business) which will or might be likely to adversely affect the business, assets, financial or trading position or profits or prospects or operational performance of any member of the Wider Miton Group or the Wider Premier Group to an extent which is material in the context of the Wider Miton Group or the Wider Premier Group taken as a whole;

***No withdrawal, cancellation, termination or modification of licence***

- (M) save as Disclosed, no steps having been taken which are likely to result in the withdrawal, cancellation, termination or modification of any licence held by any member of the Wider Miton Group which is necessary for the proper carrying on of its business and the withdrawal, cancellation, termination or modification of which is material and has had, or might reasonably be expected to have, a material adverse effect on the Wider Miton Group taken as a whole;

***No discovery of certain matters***

- (N) save as Disclosed, Premier not having discovered:

- (i) that any financial, business or other information concerning the Wider Miton Group as contained in the information publicly disclosed at any time by or on behalf of any member of the Wider Miton Group is materially misleading, contains a material misrepresentation of fact or omits to state a fact necessary to make that information not misleading;
- (ii) that any member of the Wider Miton Group is subject to any liability (contingent or otherwise); or
- (iii) any information which affects the import of any information disclosed at any time prior to this Announcement by or on behalf of any member of the Wider Miton Group to any member of the Wider Premier Group,

in each case, to the extent which is material in the context of the Wider Miton Group taken as a whole;

***Anti-corruption, sanctions and criminal property***

- (O) save as Disclosed, Premier not having discovered that:
  - (i) (a) any past or present member, director, officer or employee of the Wider Miton Group is or has at any time engaged in any activity, practice or conduct which would constitute an offence under the Bribery Act 2010, the US Foreign Corrupt Practices Act of 1977 or any other applicable anti-corruption legislation; or (b) any person who performs or has performed services for or on behalf of the Wider Miton Group is or has at any time engaged in any activity, practice or conduct in connection with the performance of such services which would constitute an offence under the Bribery Act 2010, the US Foreign Corrupt Practices Act of 1977 or any other applicable anti-corruption legislation; or
  - (ii) any material asset of any member of the Wider Miton Group constitutes criminal property as defined by section 340(3) of the Proceeds of Crime Act 2002 (but disregarding paragraph (b) of that definition); or
  - (iii) any past or present member, director, officer or employee of the Miton Group has engaged in any business with, made any investments in, made any funds or assets available to or received any funds or assets from: (a) any government, entity or individual in respect of which US or European Union persons, or persons operating in those territories, are prohibited from engaging in activities or doing business, or from receiving or making available funds or economic resources, by US or European Union laws or regulations, including the economic sanctions administered by the United States Office of Foreign Assets Control, or HM Treasury & Customs; or (b) any government, entity or individual targeted by any of the economic sanctions of the United Nations, the United States, the European Union or any of its member states, in each case to an

extent which is material in the context of the Wider Miton Group taken as a whole; or

- (iv) no member of the Miton Group being engaged in any transaction which would cause Premier to be in breach of any law or regulation upon its acquisition of Miton, including the economic sanctions of the United States Office of Foreign Assets Control, or HM Treasury & Customs, or any government, entity or individual targeted by any of the economic sanctions of the United Nations, the United States, the European Union or any of its member states.

## **Part B: Waiver and Invocation of the Conditions**

Subject to the requirements of the Panel in accordance with the City Code:

- Premier reserves the right to waive, in whole or in part, all or any of the Conditions above, except for Conditions (A) to (E), which cannot be waived, and Condition (L), except so far as it relates to the Wider Premier Group, or any part thereof; and
- Miton reserves the right to waive, in whole or in part Condition (L), except so far it relates to the Wider Miton Group, or any part thereof.

Conditions (D) to (O) (inclusive) must be fulfilled or (where permissible as stated above) waived by no later than 11.59pm on the date immediately preceding the date of the Miton Court Hearing, failing which the Scheme will lapse. Neither Premier nor Miton shall be under any obligation to waive or treat as satisfied Condition (J) by a date earlier than the latest date specified above for the fulfilment or waiver thereof, notwithstanding that the other Conditions of the offer may at such earlier date have been waived or fulfilled and that there are at such earlier date no circumstances indicating that any of such Conditions may not be capable of fulfilment.

Premier undertakes that it will immediately before the Miton Court Hearing provide notice in writing to Miton that either: (i) the Conditions (except Conditions (A) to (C)) have each been satisfied or that Premier has waived or treated as satisfied such Conditions; or (ii) it intends to invoke or treat as incapable of satisfaction each or any Condition, which will always be subject to the Panel's consent.

Under Rule 13.5 of the City Code, Premier may not invoke a condition to the Merger so as to cause the Merger not to proceed, to lapse or to be withdrawn unless the circumstances which give rise to the right to invoke the condition are of material significance to Premier in the context of the Merger. Conditions (A) to (E) (inclusive) are not subject to this provision of the City Code.

Under Rule 13.6 of the City Code, Miton may not invoke, or cause or permit Premier to invoke, any condition to the Merger, unless the circumstances which give rise to the right to invoke the condition are of material significance to the Miton Shareholders in the context of the Merger.

## **Part C: Implementation by way of Offer**

Premier reserves the right, with the consent of the Panel and Miton, or, in certain circumstances, without the consent of Miton, to implement the Merger by way of a takeover offer (as defined in Part 28 of the Companies Act 2006). In such event, such Offer will be implemented on the same terms, so far as applicable, as those which would apply to the Scheme, subject to appropriate amendments, including (without limitation and subject to the consent of the Panel) an acceptance condition that is set at 90 per cent. (or such lesser percentage, as Premier and Miton may decide after, to the extent necessary, consultation with the Panel, being in any case more than 50 per cent.) of the Miton Shares (i) in nominal value of the shares to which such Offer relates; and (ii) of the voting rights attached to those shares, and that is subject to the Premier and/or (with the consent of the Panel) any of its wholly-owned subsidiaries having acquired or agreed to acquire, whether pursuant to the Offer or otherwise, Miton Shares carrying more than 50 per cent. of the voting rights normally exercisable at a general meeting of Miton, including, for this purpose, any such voting rights attaching to Miton Shares that are unconditionally allotted or issued before the takeover offer becomes or is declared unconditional as to acceptances, whether pursuant to the exercise of any outstanding subscription or conversion rights or otherwise. The availability of the Merger to persons not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions. Persons who are not resident in the United Kingdom should inform themselves about and observe any applicable requirements.

#### **Part D: Certain further terms of the Merger**

The Scheme will be governed by English law and be subject to the jurisdiction of the Court and to the conditions and further terms set out in this Announcement and in the Scheme Document. The Merger will comply with the applicable rules and regulations of the London Stock Exchange and the City Code. This Announcement does not constitute, or form part of, an offer or invitation to purchase Miton Shares or any other securities.

Each of the Conditions shall be regarded as a separate Condition and shall not be limited by reference to any other Condition.

If Premier is required by the Panel to make an offer for Miton Shares under the provisions of Rule 9 of the City Code, Premier may make such alterations to any of the above Conditions as are necessary to comply with the provisions of that Rule.

Fractions of New Shares will not be allotted or issued to persons accepting the Scheme; individual entitlements to amounts of less than £2 will not be paid to persons accepting the Scheme but will be retained for the benefit of Premier.

The offer will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, facsimile transmission, telephone, internet or e-mail) of interstate or foreign commerce of, or of any facility of a national securities exchange of, any Restricted Jurisdiction and the Merger will not be capable of acceptance by any such use, means, instrumentality or facility or from within any Restricted Jurisdiction.

The New Shares to be issued pursuant to the Merger have not been and will not be registered under the United States Securities Act of 1933 (as amended) nor under any of the relevant securities laws of any Restricted Jurisdiction.

Accordingly, the New Shares may not be offered, sold or delivered, directly or indirectly, into any Restricted Jurisdiction, except pursuant to exemptions from applicable requirements of any such jurisdiction.

The New Shares will be issued credited as fully paid and will rank *pari passu* in all respects with the existing Premier Shares. An application will be made to the London Stock Exchange for the New Shares to be admitted to trading on AIM.

Miton Shares which will be acquired under the Merger will be acquired fully paid and free from all liens, equities, charges, encumbrances, options, rights of pre-emption and any other third party rights and interests of any nature and together with all rights now or hereafter attaching or accruing to them, including voting rights and the right to receive and retain in full all dividends and other distributions (if any) declared, made or paid on or after the date of this Announcement (other than the Special Dividend and any Additional Miton Dividend).

## APPENDIX 2

### SOURCES OF INFORMATION AND BASES OF CALCULATION

In this Announcement:

- 1 Unless otherwise stated:
  - financial information relating to the Premier Group has been extracted or derived (without any adjustment) from the audited annual report and accounts of the Premier Group for the financial year ended 30 September 2018 and Premier's announcement dated 23 May 2019 of its half yearly results to 31 March 2019 (which are unaudited); and
  - financial information relating to the Miton Group has been extracted or derived (without any adjustment) from the audited annual report and accounts of the Miton Group for the financial year ended 31 December 2018.
- 2 The value of the each Miton Share is calculated:
  - by reference to the price of 171.75 pence per Premier Share, being the Closing Price on 3 September 2019, the Latest Practicable Date; and
  - the Exchange Ratio of 0.30186 New Shares in exchange for each Miton Share; and
  - on the basis of the existing number of Miton Shares in issue referred to in paragraph 3 below; and

- in addition, each Miton Shareholder being entitled to receive the Special Dividend of 4.9 pence per Miton Share which is conditional (and only payable) upon the Scheme becoming Effective.
- 3 As at the close of business on 3 September 2019, being the Latest Practicable Date, Miton had in issue 172,635,411 Miton Shares and Premier had in issue 105,801,310 Premier Shares.
- 4 The fully diluted share capital of Miton (being 172,635,411 Miton Shares) is calculated on the basis:
- of the number of issued Miton Shares referred to in paragraph 3 above; and
  - that no further issues of Miton Shares will be required in connection with the Miton Share Plans and that the exercise of options over 730,000 Miton Shares for the purposes of the Miton Management Incentive Plan will be satisfied from the Miton Unallocated Shares in issue held by SG Kleinwort Hambros Trust Company (CI) Limited, as trustee of the Miton Employee Benefit Trusts.
- 5 The diluted share capital of Premier is stated on the basis that Premier has no outstanding share options, warrants, convertibles or the right to subscribe for Premier Shares
- 6 Unless otherwise stated, all prices and Closing Prices for Miton Shares and Premier Shares are closing middle market quotations derived from the AIM Appendix to the Daily Official List on that day.
- 7 The Pridham Report is a publication that is only available to fund groups that supply their actual sales data and cannot therefore be exhaustive.
- 8 Historical pro-forma combined net revenue is derived from last published reported annual accounts as referenced in paragraph 1.

### APPENDIX 3

#### DETAILS OF IRREVOCABLE UNDERTAKINGS, LETTERS OF INTENT AND UNDERTAKINGS TO INSTRUCT

##### *Irrevocable undertakings*



***Miton - irrevocable undertakings to vote in favour of the Scheme (or, if applicable, to accept the Offer)***

<b>Name of Shareholder</b>	<b>Miton</b>	<b>Number of Miton Shares</b>	<b>Percentage of Miton issued share capital (%)</b>
David Barron		479,389	0.28
Piers Harrison		112,542	0.07
Gervais Williams		15,477,777	8.97
James Davies		234,004	0.14
Katrina Hart		80,416	0.05
Catriona Fletcher		7,482	0.00
Martin Turner		11,675,556	6.76
Bart Edgar		131,222	0.08
Heather Barron		90,000	0.05
Emma Edgar		48,443	0.03

**Notes:**

1. The Miton Shares referred to in the table above are either held by the Miton Shareholder directly, held via a nominee or through the Miton Group plc Share Incentive Plan 2014. In each case the Miton Shareholder has undertaken to vote itself, or to direct (and to use all reasonable endeavours to procure) that the relevant nominee vote, in favour of the Scheme (or, if applicable, to accept the Offer).

2. The percentages in the table above have been rounded up to two decimal places.

***Premier - irrevocable undertakings to vote in favour of the Premier Resolution to be proposed at the Premier General Meeting***

<b>Name of Premier Shareholder</b>	<b>Number of Premier Shares</b>	<b>Percentage of Premier issued share capital (%)</b>
Michael O'Shea	2,438,313	2.30
Michael Vogel	3,120,003	2.95
Neil Macpherson	623,512	0.59

<b>Name of Premier Shareholder</b>	<b>Number of Premier Shares</b>	<b>Percentage of Premier issued share capital (%)</b>
Luke Wiseman	1,029,937	0.97
William Smith	10,000	0.01
Robert Colthorpe	8,500	0.01
The Elcot Fund Limited	15,423,400	14.58
Catriona O'Shea	791,056	0.75

**Notes:**

1. All these Premier Shares are held by nominees. Each Premier Shareholder has undertaken to direct (and to use all reasonable endeavours to procure) the relevant nominee to vote in favour of the Premier Resolution.
2. The percentages in the table above have been rounded up to two decimal places.

**Miton Shareholders Letters of Intent**

<b>Name of Miton Shareholder</b>	<b>Number of Miton Shares</b>	<b>Percentage of Miton issued share capital (%)</b>
Artemis Investment Management LLP	16,104,434	9.33
AXA Investment Managers UK Limited	13,992,413	8.11

**Notes:**

1. The Letters of Intent referred to above are non-binding letters of intent from each of the Miton Shareholders named, in each case to vote, or procure the voting of, its Miton Shares in favour of the Scheme (or, if applicable, to accept the Offer).
2. The percentages in the table above have been rounded up to two decimal places.
3. As investment manager for Artemis Alpha Trust PLC and Artemis UK Smaller Companies Fund.

**Undertakings to instruct the Miton EBT1 Trustee and the Miton EBT2 Trustee in connection with the Miton Shares held through the Miton Management Equity Incentive Plan**

<b>Name of Miton Shareholder</b>	<b>Number of Miton Shares</b>	<b>Percentage of Miton issued share capital (%)</b>
David Barron	2,000,000	1.16
Piers Harrison	2,350,000	1.36

Bart Edgar	650,000	0.38
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**Notes:**

1. Premier has received the Miton EBT1 Letter of Intent from the Miton EBT1 Trustee confirming that it has received irrevocable directions from each of David Barron, Piers Harrison and Bart Edgar to vote in favour of the Scheme (or, if applicable, to accept the Offer) in respect of the MEI Shares and its current intention is to comply with those directions. The Miton EBT1 Letter of Intent is not legally binding on the Miton EBT1 Trustee. There can be no guarantee that the Miton EBT1 Trustee will follow any of the directions, instructions, requests and/or recommendations it receives.

2. Further to Note 1 above, the Miton EBT1 Letter of Intent also confirms the Miton EBT1 Trustee's intention to vote in favour of the Scheme (or, if applicable, to accept the Offer) in respect of the Miton Unallocated Shares, being 9,104,517 Miton Unallocated Shares (representing approximately 5.27 per cent. of the share capital of Miton as at the Latest Practicable Date). As stated above, the Miton EBT1 Trustee Letter of Intent is not legally binding on the Miton EBT1 Trustee and there can be no guarantee that the Miton EBT1 Trustee will follow any of the directions, instructions, requests and/or recommendations it receives.

3. The percentages in the table above have been rounded up to two decimal places.

**Undertakings to instruct (Premier)**

Name of Premier Shareholder	Number of Premier Shares	Percentage of Premier issued share capital (%)
Rysaffe Trustee Company (CI) Limited	4,642,830	4.39

**Notes:**

1. The Premier Shares owned by Rysaffe Trustee Company (CI) Limited ("Rysaffe") are held via a nominee. The irrevocable undertaking has been given by Premier to direct Rysaffe to instruct its nominee (being the registered owner of the relevant shares) to vote in favour of the Premier Resolution.

2. The percentage in the table above has been rounded up to two decimal places.

**APPENDIX 4****QUANTIFIED FINANCIAL BENEFITS STATEMENT****Part A**

Paragraph 4 of this Announcement (Synergies) contains statements of estimated synergies arising from the Merger (the "Quantified Financial Benefits Statement").

A copy of the Quantified Financial Benefits Statement is set out below:

*"The Premier Directors expect recurring run-rate pre-tax cost synergies of approximately £7 million per annum will be achieved three years after completion of the Merger.*

*The constituent elements of the quantified cost synergies, which are expected to originate from the cost bases of both Premier and Miton include:*

- *Harmonisation of operating models where savings are envisaged from alignment of third party service providers and IT systems, as well as consolidation of operations functions, representing approximately 45 per cent. of the run-rate savings.*
- *Rationalisation of central and head office functions where there are economies of scale, representing approximately 20 per cent. of the run-rate savings.*
- *Other areas of overlap including the elimination of duplication in staff roles, whilst retaining the best of both franchises, representing approximately 35 per cent. of the run-rate savings.*

*Dis-synergies have been considered in quantifying the net impact of the synergy benefits and are not expected to be material.*

*It is envisaged that the realisation of the quantified cost synergies will result in one-off integration cash costs of approximately £10 million in aggregate.*

*The identified synergies will accrue as a direct result of the Merger and would not be achieved on a standalone basis. Further information on the bases of belief supporting the Quantified Financial Benefits Statement, including the principal assumptions and sources of information, is set out below."*

#### **Bases of belief**

Following commencement of discussions regarding the Merger, a synergy development team was established at Premier to evaluate and assess the potential synergies available for the integration. The Premier team has engaged with key members of Miton senior management on the development of the cost synergy plan and identifying areas of potential savings.

The Premier synergy assessment was led by senior personnel. The Premier team worked with senior subject matter experts in areas within the Premier business to identify integration initiatives and estimate the timing and quantum of cost savings available.

In preparing the Quantified Financial Benefits Statement, both Premier and Miton have shared certain operating and financial information to facilitate a detailed analysis in support of evaluating the potential synergies available from the Merger. In circumstances where data has been limited for commercial or other reasons, the Premier team has made estimates and assumptions to aid its development of individual synergy initiatives.

In arriving at the Quantified Financial Benefits Statements, the Premier Directors have assumed:

- No material change in macroeconomic, political, legal or regulatory conditions in the markets and regions in which Premier and Miton operate;
- No significant impact on the underlying operations or AUM of either business from the Merger;
- No material change in foreign exchange rates; and
- No material divestments from either the Premier or Miton existing businesses.

The baselines used for the quantified cost synergies were:

- For Premier: operating expenses for the 12 months ended 30 June 2019.
- For Miton: full year operating expenses for the financial year ended 31 December 2018.

## Reports

As required by Rule 28.1(a) of the City Code, KPMG LLP, as reporting accountants to Premier, have provided a report stating that, in their opinion, the Quantified Financial Benefits Statement has been properly compiled on the basis stated. In addition Fenchurch, as joint financial adviser to Premier, has provided a report stating that, in its view, the Quantified Financial Benefits Statement has been prepared with due care and consideration.

Each of KPMG LLP and Fenchurch have given and not withdrawn their consent to the publication of their reports in this Announcement in the form and context in which they are included.

## Notes

These statements are not intended as a profit forecast and should not be interpreted as such. These statements of estimated cost savings and synergies relate to future actions and circumstances which, by their nature, involve risks, uncertainties and contingencies and which may in some circumstances be subject to consultation with employees or their representatives. As a result, the cost savings and synergies referred to may not be achieved, or may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated. Neither these statements nor any other statement in this Announcement should be construed as a profit forecast or interpreted to mean that the Combined Group's earnings in the first full year following implementation of the Merger, or in any subsequent period, would necessarily match or be greater than or be less than those of Premier or Miton for the relevant preceding financial period or any other period. Due to the scale of the Combined Group, there may be additional changes to the Combined Group's operations. As a result, and given the fact that the changes relate to the future, the resulting cost savings may be materially greater or less than those estimated.

**Part B****Report from KPMG LLP**

The Directors  
Premier Asset Management Group PLC  
Eastgate Court  
High Street  
Guildford  
Surrey GU1 3DE

Fenchurch Advisory Partners LLP (the "**Financial Adviser**")  
Tower 42  
25 Old Broad Street  
London  
EC2N 1HQ

4 September 2019

Dear Sirs

**Published Report on Quantified Financial Benefits Statement by Premier Asset Management Group PLC ("Premier")**

We refer to the statement (the "**Statement**") made by the Directors set out in Part A of Appendix 4 to the Announcement dated 4 September 2019 entitled "Recommended all-share merger of Premier Asset Management Group PLC and Miton Group PLC" to the effect that:

*"The Premier Directors expect recurring run-rate pre-tax cost synergies of approximately £7 million per annum will be achieved three years after completion of the Merger.*

*The constituent elements of the quantified cost synergies, which are expected to originate from the cost bases of both Premier and Miton Group PLC ("**Miton**") include:*

- *Harmonisation of operating models where savings are envisaged from alignment of third party service providers and IT systems, as well as consolidation of operations functions, representing approximately 45 per cent. of the run-rate savings.*
- *Rationalisation of central and head office functions where there are economies of scale, representing approximately 20 per cent. of the run-rate savings.*
- *Other areas of overlap including the elimination of duplication in staff roles, whilst retaining the best of both franchises, representing approximately 35 per cent. of the run-rate savings.*

*Dis-synergies have been considered in quantifying the net impact of the synergy benefits and are not expected to be material.*

*It is envisaged that the realisation of the quantified cost synergies will result in one-off integration cash costs of approximately £10 million in aggregate.*

*The identified synergies will accrue as a direct result of the Merger and would not be achieved on a standalone basis. Further information on the bases of belief supporting the Quantified Financial Benefits Statement, including the principal assumptions and sources of information, is set out below."*

This Statement has been made in the context of disclosure in Part A of Appendix 4 of the Announcement setting out, *inter alia*, the basis of the Directors' belief (including the principal assumptions and sources of information) supporting the Statement and their analysis and explanation of the underlying constituent elements.

This report is required by Rule 28.1(a)(i) of the City Code on Takeovers and Mergers (the "**City Code**") and is given for the purpose of complying with that requirement and for no other purpose.

### **Responsibilities**

It is the responsibility of the Directors to prepare the Statement in accordance with the requirements of the City Code.

It is our responsibility to form an opinion, as required by Rule 28.1(a) of the City Code as to the proper compilation of the Statement and to report that opinion to you.

Save for any responsibility which we may have to those persons to whom this report is expressly addressed, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with rule 23.2 of the City Code, consenting to its inclusion in the Announcement.

### **Basis of preparation of the Statement**

The Statement has been prepared on the basis stated in Part A of Appendix 4 to the Announcement.

### **Basis of opinion**

We have discussed the Statement, together with the underlying plans, with the Directors and Fenchurch Advisory Partners LLP. Our work did not involve any independent examination of any of the financial or other information underlying the Statement. We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board of the United Kingdom.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Statement has been properly compiled on the basis stated.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in the United States of America or other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

We do not express any opinion as to the achievability of the benefits identified by the Directors in the Statement. The Statement is subject to uncertainty as described in Part A of Appendix 4 of the Announcement. Because of the significant changes in the enlarged group's operations expected to flow from the transaction and because the Statement relates to the future, the actual benefits achieved are likely to be different from those anticipated in the Statement and the differences may be material.

### Opinion

On the basis of the foregoing, we report that in our opinion the Statement has been properly compiled on the basis stated.

Yours faithfully,

KPMG LLP

## Part C

### Report from Fenchurch

The Directors  
Premier Asset Management Group PLC  
Eastgate Court  
High Street  
Guildford  
Surrey  
GU1 3DE

4 September 2019

Dear Directors,

**Quantified Financial Benefits Statement by Premier Asset Management Group PLC ("Premier") in relation to the recommended all-share merger of Premier and Miton Group PLC (the "Proposed Merger").**

We refer to the Quantified Financial Benefits Statement, the bases of belief thereof and the notes thereto (together, the "**Statement**") as set out in Part A of Appendix 4 of the announcement to be released on 4 September 2019 pursuant to Rule 2.7 of the City Code on Takeovers and Mergers (the "**Code**") (the "**Announcement**"), for which the board of directors of Premier (the "**Directors**") are solely responsible under Rule 28.1(a)(ii) of the Code.

We have discussed the Statement (including the assumptions and sources of information referred to therein), with the Directors and those officers and employees of Premier who developed the underlying plans. The Statement is subject to uncertainty as described in the Announcement and our work did not involve an independent examination of any of the financial or other information underlying the Statement.



We have relied upon the accuracy and completeness of all the financial and other information provided to us by or on behalf of Premier, or otherwise discussed with or reviewed by us, and we have assumed such accuracy and completeness for the purposes of providing this letter.

We do not express any view as to the achievability of the quantified financial benefits identified by the Directors.

We have also reviewed the work carried out by KPMG LLP and have discussed with them the opinion set out in the Announcement addressed to you and us on this matter.

This letter is provided to you solely in connection with Rule 28.1(a)(ii) of the Code and for no other purpose. We accept no responsibility to Premier or its shareholders or any person other than the Directors in respect of the contents of this letter; no person other than the Directors can rely on the contents of this letter. We are acting exclusively as financial advisers to Premier and no one else in connection with the Proposed Merger and it was for the purpose of complying with Rule 28.1(a)(ii) of the Code that Premier requested Fenchurch to prepare this report on the Statement. No person other than the Directors can rely on the contents of this letter, and to the fullest extent permitted by law, we exclude all liability (whether in contract, tort or otherwise) to any other person, in respect of this letter, its contents or the work undertaken in connection with this letter or any of the results that can be derived from this letter or any written or oral information provided in connection with this letter, and any such liability is expressly disclaimed except to the extent that such liability cannot be excluded by law.

On the basis of the foregoing we consider that the Statement, for which you as the Directors are solely responsible, has been prepared with due care and consideration.

Yours faithfully,

Fenchurch Advisory Partners LLP

## APPENDIX 5

### DEFINITIONS

**£ or Sterling or pounds sterling** the lawful currency of the United Kingdom;

**or pence or GBP**

<b>Additional Miton Dividend</b>	has the meaning set out in paragraph 5 of this Announcement;
<b>Admission</b>	the admission of the New Shares to trading on AIM;
<b>AIM</b>	the market of that name operated by the London Stock Exchange;
<b>AIM Rules</b>	the AIM Rules for Companies published by the London Stock Exchange from time to time;
<b>Announcement</b>	this announcement made pursuant to Rule 2.7 of the Code;
<b>Articles or Miton Articles</b>	the articles of association of Miton;
<b>AUM</b>	assets under management;
<b>Board of the Combined Group</b>	the Board of Premier post-completion of the Merger;
<b>Business Day</b>	a day, other than a Saturday, Sunday, public holiday or bank holiday, on which banks are generally open for normal business in the City of London;
<b>Closing Price</b>	the closing middle market quotation of a share derived from the AIM Appendix to the Daily Official List of the FCA on that day;
<b>Code or City Code</b>	the City Code on Takeovers and Mergers;
<b>Combined Group</b>	the enlarged group following the Scheme becoming Effective comprising the Premier Group and the Miton Group;
<b>Companies Act or the Act</b>	the United Kingdom Companies Act 2006, as amended from time to time;
<b>Conditions</b>	the conditions to the implementation of the Scheme as set out in Appendix I to this Announcement;
<b>Confidentiality Agreement</b>	the mutual confidentiality agreement entered into by Premier and Miton on 31 July 2019, as described in paragraph 13 of this Announcement;
<b>Court</b>	the High Court of Justice, Business and Property Courts of England and Wales, Companies Court;
<b>Court Order</b>	the order of the Court sanctioning the Scheme under Part 26 of the Companies Act;
<b>CREST</b>	the relevant system (as defined in the Regulations) in respect of which Euroclear is the Operator (as defined in the Regulations);
<b>Dealing Disclosure</b>	has the same meaning as in Rule 8 of the Code;
<b>Disclosed</b>	the information fairly disclosed by, or on behalf of Miton: (i) in the data room established on behalf of Miton for the purposes of the Merger, on or before 6.30 p.m. on 3 September 2019; (ii) in the Miton 2018 Annual Report and Accounts; (iii) in this Announcement; (iv) in any

	other public announcement made by Miton in accordance with the Market Abuse Regulation, the AIM Rules, or the Disclosure Guidance and Transparency Rules prior to this Announcement; or (v) as disclosed in writing prior to the date of this Announcement by or on behalf of Miton to Premier (or its respective officers, employees, agents or advisers in their capacity as such);
<b>Disclosure Table</b>	the disclosure table on the Takeover Panel's website at <a href="http://www.thetakeoverpanel.org.uk">www.thetakeoverpanel.org.uk</a> ;
<b>Disclosure Guidance and Transparency Rules</b>	the disclosure guidance and transparency rules made by the FCA pursuant to section 73A of FSMA, as amended from time to time;
<b>Effective</b>	in the context of the Merger: <ul style="list-style-type: none"> <li>(a) the Scheme having become effective pursuant to its terms, upon the delivery of the Court Order to the Registrar of Companies; or</li> <li>(b) if the Merger is implemented by way of an Offer, such Offer having been declared and become unconditional in all respects in accordance with the requirements of the Code;</li> </ul>
<b>Effective Date</b>	the date upon which: (a) the Scheme becomes Effective; or (b) if Premier elects and the Takeover Panel consents to implement the Merger by way of an Offer, the Offer becomes or is declared unconditional in all respects;
<b>Euroclear</b>	Euroclear UK & Ireland Limited;
<b>European Union</b>	an economic and political union of 28 member states which are located primarily in Europe;
<b>Exchange Ratio</b>	0.30186 of a New Share in exchange for each Miton Share;
<b>Excluded Shares</b>	any Miton Shares at the Scheme Record Time: (i) of which Premier or any member of the Premier Group is the registered holder; (ii) which are beneficially owned by Premier or any member of the Premier Group; (iii) which Miton and Premier agree in writing will not be subject to the Scheme; or (iv) held by Miton in treasury;
<b>FCA</b>	the UK Financial Conduct Authority or its successor from time to time;
<b>Fenchurch</b>	Fenchurch Advisory Partners LLP, lead financial adviser to Premier;
<b>Final Interim Dividend</b>	has the meaning set out in paragraph 5 of this Announcement;
<b>FSMA</b>	the Financial Services and Markets Act 2000 (as amended, modified, re-enacted or replaced from time to time);

<b>Latest Practicable Date</b>	3 September 2019, being the latest practicable date prior to the publication of this Announcement;
<b>Liberum</b>	Liberum Capital Limited, nominated adviser, financial adviser and corporate broker to Miton;
<b>London Stock Exchange</b>	London Stock Exchange PLC;
<b>Long Stop Date</b>	31 January 2020 or such later date (if any) as Premier and Miton may, with the consent of the Takeover Panel, agree and (if required) the Court may allow;
<b>Management Incentive Plan</b>	the share option plan adopted by Midas Capital PLC (now Miton) on 3 June 2009;
<b>Market Abuse Regulation</b>	The Market Abuse Regulation (2014/596/EU);
<b>Merger</b>	the proposed merger by acquisition of the entire issued and to be issued ordinary share capital of Miton by Premier, to be effected by the Scheme as described in this Announcement (or by the Offer under certain circumstances described in this Announcement);
<b>Miton</b>	Miton Group PLC, incorporated in England and Wales with registered number 05160210;
<b>Miton 2018 Annual Report and Accounts</b>	the full year results of the Miton Group for year ended 31 December 2018;
<b>Miton Allocated Shares</b>	Miton Shares in which selected Miton employees jointly own the beneficial interest with the Miton EBT2 Trustee on the terms of the Miton Management Equity Incentive Plan;
<b>Miton Board</b>	the board of directors of Miton;
<b>Miton Court Hearing</b>	the hearing by the Court to sanction the Scheme and, if such hearing is adjourned, references to the commencement of any such hearing shall mean the commencement of the final adjournment thereof;
<b>Miton Court Meeting</b>	the meeting (or any adjournment, postponement or reconvention thereof) of the Scheme Shareholders (or the relevant class or classes thereof) to be convened by order of the Court pursuant to section 896 of the Companies Act to consider and, if thought fit, approve the Scheme (with or without modification);
<b>Miton Directors</b>	the directors of Miton from time to time and Miton Director means any one of them;
<b>Miton EBT Trustees</b>	Miton EBT1 Trustee and Miton EBT2 Trustee;
<b>Miton EBT1 Trustee</b>	the trustee of the MAM Funds plc Employee Benefit Trust No. 1 established on 14 April 2011;
<b>Miton EBT2 Trustee</b>	the trustee of the MAM Funds plc Employee Benefit Trust No. 2 established on 14 April 2011;
<b>Miton Employee Benefit Trusts</b>	the MAM Funds plc Employee Benefit Trust No. 1 established on 14 April 2011 and the MAM Funds plc

	Employee Benefit Trust No. 2 established on 14 April 2011;
<b>Miton General Meeting</b>	the general meeting (or any adjournment, postponement or reconvention thereof) of Miton Shareholders to be convened in connection with the Scheme;
<b>Miton Group</b>	Miton and its subsidiaries and subsidiary undertakings from time to time;
<b>Miton Management Equity Incentive Plan</b>	arrangements pursuant to which selected Miton employees jointly own the beneficial interest in Miton Shares with the Miton EBT2 Trustee and the legal ownership of such Miton Shares is held by the Miton EBT1 Trustee;
<b>Miton Meetings</b>	the Miton Court Meeting and the Miton General Meeting;
<b>Miton Share Plans</b>	the Miton Management Equity Incentive Plan, the Management Incentive Plan and the Share Incentive Plan;
<b>Miton Shares</b>	ordinary shares of £0.001 each in the capital of Miton;
<b>Miton Shareholders</b>	the registered holders of Miton Shares from time to time;
<b>Miton Unallocated Shares</b>	all Miton Shares in which the legal interest is held by the Miton EBT1 Trustee other than Miton Allocated Shares;
<b>New Shares</b>	the new Premier Shares to be issued fully paid to the Scheme Shareholders pursuant to the Scheme (and any other Miton Shares which are issued after the Scheme becomes Effective);
<b>Numis</b>	Numis Securities Limited, financial adviser, nominated adviser and joint corporate broker to Premier;
<b>Offer</b>	should the Merger be implemented by way of a takeover offer as defined in Chapter 3 of Part 28 of the Companies Act 2006, the recommended offer to be made by or on behalf of Premier to acquire the entire issued and to be issued ordinary share capital of Miton and, where the context admits, any subsequent revision, variation, extension or renewal of such offer;
<b>Offer Document</b>	should the Merger be implemented by means of the Offer, the document to be sent to Miton Shareholders which will contain, inter alia, the full terms and conditions of the Offer;
<b>Offer Period</b>	the period commencing on 4 September 2019 and ending on the earlier of the date on which the Scheme becomes Effective and/or the date on which the Scheme lapses or is withdrawn (or such other date as the Panel may decide);
<b>Opening Position Disclosure</b>	has the same meaning as in Rule 8 of the Code;

<b>Premier</b>	Premier Asset Management Group PLC, incorporated in England and Wales with registered number 06306664;
<b>Premier Board</b>	the board of directors of Premier;
<b>Premier Circular</b>	the circular to be sent by Premier to Premier Shareholders in connection with the Merger, which will include a notice convening the Premier General Meeting;
<b>Premier Directors</b>	the directors of Premier from time to time and Premier Director means any one of them;
<b>Premier General Meeting</b>	the meeting of Premier Shareholders to be convened to consider and, if thought fit, approve the Premier Resolution, including any adjournment thereof;
<b>Premier Group</b>	Premier and its subsidiaries and subsidiary undertakings;
<b>Premier Resolution</b>	the shareholder resolution of Premier proposed to be passed by the Premier Shareholders at the Premier General Meeting as set out in the notice of the Premier General Meeting contained in the Premier Circular;
<b>Premier Shares</b>	the ordinary shares of £0.0002 each in the capital of Premier (including, if the context requires, the New Shares);
<b>Premier Shareholders</b>	the registered holders of Premier Shares from time to time;
<b>Quantified Financial Benefits Statement</b>	the quantified financial benefits statement contained in Appendix 4 of this Announcement;
<b>Registrar of Companies</b>	the Registrar of Companies in England and Wales;
<b>Regulations</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755);
<b>Resolution</b>	the special resolution to be proposed by Miton at the Miton General Meeting in connection with, among other things, the approval of the Scheme, the alteration of the Miton Articles and such other matters as may be necessary to implement the Scheme;
<b>Restricted Jurisdiction</b>	any jurisdiction where local laws or regulations may result in significant risk of civil, regulatory or criminal exposure if information concerning the Merger is sent or made available in that jurisdiction;
<b>Scheme</b>	the proposed scheme of arrangement under Part 26 of the Companies Act between Miton and the Scheme Shareholders (the full terms of which are set out in the Scheme Document), with or subject to any modification, addition or condition which Premier and Miton may agree, and if required, the Court may approve or impose;
<b>Scheme Document</b>	the document to be despatched to Miton Shareholders in connection with the Merger including the particulars

	required by section 897 of the Companies Act;
<b>Scheme Record Time</b>	the time and date specified in the Scheme expected to be 6:00 p.m. on the Business Day falling on the date of the Miton Court Hearing;
<b>Scheme Shareholders</b>	holders of Scheme Shares;
<b>Scheme Shares</b>	the Miton Shares: <ul style="list-style-type: none"> <li>(a) in issue as at the date of the Scheme Document;</li> <li>(b) (if any) issued after the date of the Scheme Document and prior to the Voting Record Time; and</li> <li>(c) (if any) issued on or after the Voting Record Time and at or prior to the Scheme Record Time, in respect of which the original or any subsequent holders thereof will be bound by the Scheme;</li> </ul>
<b>Share Incentive Plan</b>	the Miton Group plc Share Incentive Plan 2014 adopted by Miton on 28 October 2014;
<b>Special Dividend</b>	has the meaning set out in paragraph 5 of this Announcement;
<b>Spencer House</b>	Spencer House Partners LLP, Rule 3 adviser to Miton;
<b>Substantial Interest</b>	in relation to an undertaking, a direct or indirect interest in ten per cent. or more of the total voting rights conferred by the equity share capital (as defined in section 548 of the Companies Act) of such undertaking;
<b>Takeover Panel or Panel</b>	the UK Panel on Takeovers and Mergers;
<b>Third Party</b>	has the meaning set out in Condition H;
<b>Treasury Shares</b>	any Miton Shares which are for the time being held by Miton as Treasury Shares (within the meaning of the Companies Act);
<b>uncertificated or uncertificated form</b>	registered as being held in uncertificated form in CREST and title to which, by virtue of the Regulations, may be transferred by means of CREST;
<b>United Kingdom or UK</b>	the United Kingdom of Great Britain and Northern Ireland;
<b>United States or US</b>	the United States of America, its territories and possessions, any State of the United States of America and the District of Columbia;
<b>US Exchange Act</b>	the US Securities Exchange Act of 1934, and the rules and regulations promulgated thereunder;
<b>US Securities Act</b>	the US Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder;
<b>Voting Record Time</b>	6:30 p.m. on the day which is two Business Days before the date of the Miton Court Meeting or, if the Miton Court Meeting is adjourned, 6:30 p.m. on the day

which is two business days before the date set for the adjourned Miton Court Meeting;

**Wider Miton Group**

Miton and its subsidiaries, subsidiary undertakings and associated undertakings and any other body corporate, partnership, joint venture or person in which Miton and such undertakings (aggregating their interests) have a Substantial Interest or the equivalent; and

**Wider Premier Group**

Premier and its subsidiaries, subsidiary undertakings and associated undertakings and any other body corporate, partnership, joint venture or person in which Premier and all such undertakings (aggregating their interests) have a Substantial Interest or the equivalent.

In this document:

- (a) all times referred to are to London time unless otherwise stated;
- (b) references to the singular include the plural and vice versa, unless the context otherwise requires;
- (c) "subsidiary", "subsidiary undertaking" and "undertaking" have the meanings given by the Companies Act and "associated undertaking" has the meaning given to it by paragraph 19 of Schedule 6 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, other than paragraph 1(b) thereof which shall be excluded for this purpose; and
- (d) all references to statutory provision or law or to any order or regulation shall be construed as a reference to that provision, law, order or regulation as extended, modified, replaced or re-enacted from time to time and all statutory instruments, regulations and orders from time to time made thereunder or deriving validity therefrom.

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