

Document issued under Rule 18 of the Securities (Takeover) Rules 2010, in reply to the Offer Document issued by the Offeror to Lighthouse Shareholders on Friday, 28 May 2021, relating to the Offer by the Offeror to Lighthouse Shareholders to purchase their Lighthouse Shares for the Offer Consideration of ZAR7.13 per Lighthouse Share.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 2 of this document apply, *mutatis mutandis*, throughout this Reply Document, including on this front cover.

If you are in any doubt about any aspect of the Offer, you should consult your broker, banker, legal advisor, accountant or other professional advisor immediately.

Lighthouse Shareholders registered as such during the period commencing from the date of the issue of the Offer Document until Friday, 23 July 2021 will be entitled to accept the Offer. The last day to trade in Lighthouse Shares in order to participate in the Offer is Tuesday, 20 July 2021 and the last day for acceptance of the Offer is Friday, 23 July 2021 at 12:00 South African time (14:00 Mauritian time).

This Reply Document is being issued to Shareholders to enable them to take an informed decision regarding the Offer by the Offeror.

Action required

Shareholders are referred to the inside front cover of the Offer Document, which sets out the action required by them.



Lighthouse Capital Limited

(Incorporated in the Republic of Mauritius)

(Registration number: C124756 C1/GBL)

SEM share code: "GFP.N0000" JSE share code: LTE

ISIN code: MU0461N00015

("Lighthouse" or the "Company")

REPLY DOCUMENT TO LIGHTHOUSE SHAREHOLDERS

relating to:

an unconditional Offer by the Offeror to acquire all the Lighthouse Shares not already owned by the Offeror for the Offer Consideration of ZAR7.13 per Lighthouse Share held.

JSE Sponsor

JAVACAPITAL

**SEM Authorised Representative & Sponsor and Mauritian
Transaction Advisor**

**Perigeum
Capital**

Date of issue: Friday, 18 June 2021

This Reply Document is only available in English and is available on Lighthouse's website (<http://www.lighthousecapital.mu/>). Copies may be obtained from the registered offices of Lighthouse, or at the offices of Java Capital and Perigeum Capital Ltd, whose registered addresses are set out in the "Corporate Information" section of this document during normal business hours from the date of issue of this Reply Document.

CORPORATE INFORMATION

Registered office and postal address of Lighthouse

Lighthouse Capital Limited
(Registration number: C124756 GBL)
C1-401, 4th Floor
La Croisette
Grand Baie
Mauritius
(Postal address same as physical address above)

Corporate advisor to Lighthouse

Java Capital Proprietary Limited
(Registration number: 2012/089864/07)
6th Floor, 1 Park Lane
Wierda Valley
Sandton, 2196
South Africa
(PO Box 552606, Saxonwold, 2132)

SEM authorised representative & sponsor and Mauritian transaction advisor to Lighthouse

Perigeum Capital Ltd
(Registration number: 132257)
Level 4, Alexander House
35 Cybercity, Ebene 72201
Mauritius
(Postal address same as physical address above)

Independent Advisor

Mazars Corporate Finance Proprietary Limited
(Registration number: 2003/029561/07)
54 Glenhove Road
Melrose Arch
Johannesburg, 2196
South Africa
(PO Box 6697, Johannesburg, 2000)

Mauritian management company and company secretary to Lighthouse

Intercontinental Trust Limited
(Registration number: 23546/5396)
Level 3, Alexander House
35 Cybercity, Ebene 72201
Mauritius
(Postal address same as physical address above)

JSE sponsor to Lighthouse

Java Capital Trustees and Sponsors Proprietary Limited
(Registration number: 2006/005780/07)
6th Floor, 1 Park Lane
Wierda Valley
Sandton, 2196
South Africa
(PO Box 552606, Saxonwold, 2132)

Mauritian registrar and transfer agent

Intercontinental Secretarial Services Limited
(Registration number 11167)
Level 3, Alexander House
35 Cybercity, Ebene 72201
Mauritius
(Postal address same as physical address above)

SA transfer secretaries

JSE Investor Services Proprietary Limited
(Registration number: 2000/007239/07)
13th Floor
19 Ameshoff Street
Braamfontein, Johannesburg, 2001
Republic of South Africa
(PO Box 4844, Johannesburg, 2000)

Place and date of incorporation: Mauritius, 14 August 2014

DISCLAIMER

This Reply Document has been prepared in compliance with the laws of Mauritius and sets out the terms of the Offer made by the Offeror and recommendations from the Board and the Independent Advisor appointed by Lighthouse.

IMPORTANT DATES AND TIMES

2021

Lighthouse Reply Document posted to Lighthouse Shareholders announced on SENS and the SEM website	Friday, 18 June
Last day to trade in Lighthouse Shares in order to participate in the offer	Tuesday, 20 July
Lighthouse Shares trade “ <i>ex</i> ” the Offer	Wednesday, 21 July
Record date to determine which Lighthouse Shareholders may accept the Offer	Friday, 23 July
Offer closes at 12:00 (SA time) or 14:00 (Mauritian time) on	Friday, 23 July
Results of Offer announced on SENS and the SEM website	Monday, 26 July
Offer Consideration credited to dematerialised SA Shareholders’ accounts at their CSDP or broker as per note 4 below with last payment on	Monday, 26 July
Offer Consideration posted to certificated SA Shareholders (subject to receipt by Lighthouse’s SA transfer secretaries of documents of title on or prior to 12:00 (SA time) or 14:00 (Mauritian time) on the closing date and a duly completed form of acceptance surrender and transfer) as per note 4 below with last payment on	Monday, 26 July
Results of Offer published in the press	Tuesday, 27 July
Offer Consideration credited to Mauritian Shareholders’ CDS accounts as per note 5 below with last payment on	Thursday, 29 July

Notes:

1. Transfers of Lighthouse Shares between sub-registers in South Africa and Mauritius may not take place between Wednesday, 21 July 2021 and Friday, 23 July 2021, both days inclusive.
2. Any change to the above dates and times will be agreed upon by Resilient and advised to Lighthouse Shareholders by release on SENS and the SEM website and publication in the Mauritian press.
3. No dematerialisation or rematerialisation of Lighthouse Shares will take place between the first day after the last day to trade and the record date, both days inclusive.
4. For Shareholders who hold their Lighthouse Shares on the SA sub-register the Offer Consideration will be settled in cash within six business days of acceptance of the Offer, with the last payment being made on Monday, 26 July 2021.
5. For Shareholders who hold their Lighthouse Shares on the Mauritian sub-register the Offer Consideration will be settled in cash within nine business days of acceptance of the Offer, with the last payment being made on Thursday, 29 July 2021.

DEFINITIONS AND INTERPRETATIONS

In this document, unless the context indicates a contrary intention, an expression which denotes a gender includes the other genders, the singular includes the plural and vice versa, natural persons include a juristic person and the following terms bear the meanings assigned to them below.

“CDS”	Central Depository & Settlement Co. Ltd approved under the Securities (Central Depository, Clearing and Settlement) Act 1996 of Mauritius;
“EUR”	Euro, the currency of the member states of the European Union that have adopted the single currency in accordance with the Treaty establishing the European Community (signed in Rome in 1957) as amended by the Treaty on European Union (signed in Maastricht on 7 February 1992);
“FSC”	Financial Services Commission of Mauritius;
“Hammerson”	Hammerson plc (Registration number: 360632), a company incorporated in accordance with the laws of England and which has a primary listing on the London Stock Exchange and secondary listings on the JSE and Irish Stock Exchange, respectively;
“Independent Advisor”	Mazars Corporate Finance Proprietary Limited, an independent advisor appointed under Rule 21 of the Rules, full details of which are set out in the “Corporate Information” section;
“Java Capital”	collectively, Java Capital Proprietary Limited and Java Capital Trustees and Sponsors Proprietary Limited, the corporate advisor and JSE sponsor to Lighthouse, respectively, full details of which are set out in the “Corporate Information” section;
“JSE”	the JSE Limited (Registration number: 2005/022939/06), a public company duly incorporated and registered in South Africa and licensed as an exchange under the Financial Markets Act, 19 of 2012;
“Last Practicable Date”	the last practicable date prior to the finalisation of this Reply Document, being Friday, 4 June 2021;
“Lighthouse” or the “Company”	Lighthouse Capital Limited (Registration number: C124756 C1/GBL), a company incorporated in accordance with the laws of Mauritius, holding a Global Business License issued by the Financial Services Commission of Mauritius and whose Lighthouse Shares are listed on the Official List of the SEM and the Main Board of the JSE;
“Lighthouse Board” or the “Board”	the board of directors of Lighthouse;
“Lighthouse Directors”	the directors of Lighthouse from time to time;
“Lighthouse Shareholder(s)” or “Shareholder(s)”	a holder of Lighthouse Shares;
“Lighthouse Share(s)”	ordinary no par value Shares in the share capital of the Company;
“LTE Equity Raise”	the equity raise undertaken by Lighthouse in terms of which Lighthouse raised approximately ZAR4.2 billion through the issue of 600 000 000 new Lighthouse Shares at an issue price of ZAR7.00 per share in return for cash, or shares in Hammerson plc or shares in NEPI Rockcastle, or a combination thereof;
“NEPI Rockcastle”	NEPI Rockcastle plc (Registration number: 014178V), a company incorporated and registered in accordance with the laws of the Isle of Man;
“Offer”	the mandatory offer by the Offeror, in terms of Rule 33 of the Rules to acquire, on the terms set out in the Offer Document, from Lighthouse Shareholders, all or part of their Lighthouse Shares for the Offer Consideration;

“Offer Consideration”	ZAR7.13 per Lighthouse Share, payable by the Offeror in cash on the terms and conditions of the Offer as set out in the Offer Document;
“Offer Document”	the Offer document dated Friday, 28 May 2021, issued by Resilient to Lighthouse Shareholders and detailing the terms of the Offer;
“Offeror”	Resilient REIT Limited (Registration number: 2002/016851/06), a public company incorporated and registered in accordance with the laws of South Africa and whose shares are listed on the Main Board of the JSE;
“Public Announcement”	the public announcement issued by the Offeror in accordance with Rule 12(1)(d) of the Rules on Friday, 14 May 2021;
“Reply Document”	this document dated Friday, 18 June 2021, including all annexures hereto, issued by Lighthouse in terms of Rule 18 of the Rules;
“Rules”	the Securities (Takeover) Rules 2010;
“SEM”	the Stock Exchange of Mauritius Ltd; and
“ZAR”	the South African Rand, the lawful currency of South Africa.

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LIGHTHOUSE REPLY DOCUMENT

1. INTRODUCTION

- 1.1 Shareholders are referred to the Offer Document dated Friday, 28 May 2021, wherein Shareholders are appraised of the terms, and proposed manner of implementation of the unconditional Offer by the Offeror to all Lighthouse Shareholders pursuant to the Offeror's participation in the LTE Equity Raise, wherein the Offeror tendered 27 861 446 shares in NEPI Rockcastle in exchange for 346 875 010 Lighthouse Shares.
- 1.2 As a consequence of the Offeror's participation in the LTE Equity Raise, which was fully implemented on 12 August 2020, the Offeror's shareholding in Lighthouse increased from 136 242 058 Lighthouse Shares to 483 117 068 Lighthouse Shares, being a percentage increase from c.22% to c.40% of all Lighthouse Shares in issue following the finalisation of the LTE equity raise. Accordingly, the Offeror's shareholding exceeds 30% of all Lighthouse Shares in issue and the Offeror is obligated under Rule 33 of the Rules to make an Offer for all Lighthouse Shares not already owned by the Offeror.
- 1.3 The Offer will be for the Offer Price, being a cash consideration of ZAR7.13 per Lighthouse Share.
- 1.4 This Reply Document records the views of the Lighthouse Board with regard to the Offer.

2. VIEWS OF THE LIGHTHOUSE BOARD

- 2.1 The Lighthouse Board has been informed of the Offeror's intention to make an Offer for all Lighthouse Shares not already held by themselves and duly notes that:
 - 2.1.1 the Offeror was under a legal obligation to do so;
 - 2.1.2 the Offer Price was determined with reference to the average of the weekly high and low of the closing prices of Lighthouse Shares on the JSE, being the exchange on which Lighthouse Shares are most frequently traded, during the 6 months preceding the Public Announcement. As such, the Offer Consideration will be in ZAR.
- 2.2 Pursuant to Rule 21 of the Rules, the Lighthouse Board appointed the Independent Advisor to:
 - 2.2.1 carry out a valuation of Lighthouse Shares; and
 - 2.2.2 advise the Lighthouse Board as to whether the Offer is fair and reasonable.
- 2.3 **Independent Advisor's report**

The report prepared by the Independent Advisor to Lighthouse is attached hereto marked **Annexure A**.
- 2.4 **Recommendation of the Lighthouse Board on the Offer**
 - 2.4.1 The Independent Advisor submitted its report to the Lighthouse Board on Thursday, 10 June 2021. The Board has given due consideration to the report of the Independent Advisor for the purposes of reaching its own opinion regarding the Offer and the Offer Consideration.
 - 2.4.2 After considering the report of the Independent Advisor, and the terms of the Offer, the Board recommends to Shareholders to not accept the Offer.
 - 2.4.3 The reasons for this recommendation are as follows:
 - 2.4.3.1 As set out in the Independent Advisor's report, the valuation of Lighthouse Shares resulted in an indicative valuation range between ZAR7.33 and ZAR8.65 per Lighthouse Share. The Offer Consideration of ZAR7.13 is not within the fair value range of a Lighthouse Share, and is therefore unfair to Lighthouse Shareholders; and

- 2.4.3.2 As set out in the Independent Advisor's report, the Independent Advisor has considered the qualitative factors of the Offer Consideration and has considered the Offer Consideration against the trading price and VWAP on the JSE for a reasonable period of time immediately prior to the Public Announcement and the Offer Consideration is below the trading price. Therefore the Offer Consideration is unreasonable.
- 2.4.4 The Lighthouse Directors who hold Lighthouse Shares directly and/or indirectly, and whose names are listed in paragraph 3.1 below, will not accept the Offer.
- 2.4.5 The recommendation of the Lighthouse Directors is based on the view of the business as at the date of this Reply Document and the Lighthouse Directors jointly and severally accept full responsibility for the accuracy of the information contained in this Reply Document.
- 2.4.6 After having made all reasonable enquiries, the Lighthouse Directors state that, to the best of their knowledge, opinions expressed in the present Reply Document have been arrived at after due and careful consideration and there are no material facts the omission of which would make any statement herein, whether of fact or opinion, misleading.

3. DIRECTORS' INTERESTS

3.1 Lighthouse Directors' Interests in the Company

Lighthouse Directors have the following interests in Lighthouse Shares as at the date of issue of this Reply Document:

Director	Direct Holding	Indirect holding	Associate holding	Total Shares held	% of issued Shares
Des de Beer	–	–	227 684 744	227 684 744	18.23
Barry Stuhler	–	–	76 079 837	76 079 837	6.09
Stephen Delpont	–	–	8 887 922	8 887 922	0.66
Justin Muller	524 786	–	1 191 839	1 716 625	0.10
Mark Olivier	–	–	1 678 505	1 678 505	0.13
Jacobus van Biljon	972 580	–	–	972 580	0.04
Paul Edwards	54 746	–	–	54 746	0.00
David Axten	3 408	–	–	3 408	0.00
Total	1 555 520		315 522 847	317 078 367	25.26

3.2 Lighthouse Directors' Interests in the Offeror

The following Lighthouse Directors hold shares in the Offeror as at the date of issue of this Reply Document:

Director	Direct holding	Indirect holding	Associate holding	Total Shares held	% of issued shares
Des de Beer	–	–	29 529 863	29 529 863	7.38
Barry Stuhler	–	–	8 227 595	8 227 595	2.06
Stephen Delpont	–	–	115 000	115 000	0.03
Total	–	–	37 872 458	37 872 458	9.47

3.3 Dealings by Lighthouse Directors in Lighthouse Shares

The following Lighthouse Directors, or their associates, have dealt in Lighthouse Shares in the six months prior to the date of the Public Announcement:

Director	Associate	Date of transaction	Number of shares acquired	Total value (ZAR)
Des de Beer	Optimprops 3 (Pty) Ltd	16 Nov 2020	1 265 829	7 205 425.30
		23 Nov 2020	500 000	2 950 000.00
		4 Dec 2020	699 336	4 475 750.40
		7 Dec 2020	50 000	322 762.07
		10 Dec 2020	66 862	435 858.86
		28 Dec 2020	129 324	872 937.00
		29 Dec 2020	347 578	2 347 627.28
		30 Dec 2020	300 000	2 040 000.00
		19 Mar 2021	240 332	1 955 994.10
		23 Mar 2021	150 000	1 154 221.44
		24 Mar 2021	174 517	1 341 061.40
		25 Mar 2021	23 540	182 435.00
		26 Mar 2021	70 000	563 500.00
		31 Mar 2021	15 673	125 384.00
		19 Apr 2021	2 136 860*	16 539 296.40
Des de Beer	Delsa Investments (Pty) Ltd	19 Apr 2021	5 721 216*	44 282 211.84
		10 May 2021	25 000	1 250 000.00
		11 May 2021	200 000	9 811 484.91
		12 May 2021	250 000	12 023 909.91
		13 May 2021	145 102	6 928 145.30
David Axten	–	19 Apr 2021	117*	905.58
Paul Edwards	–	19 Apr 2021	1 235*	9 558.90
Barry Stuhler	Grace Investments One Nine Five (Pty) Ltd	19 Apr 2021	2 625 741*	20 323 235.34
Mark Olivier	The Thistle Trust	19 Apr 2021	57 930*	448 378.20
Stephen Delpont	Baobab Consulting CC	19 Mar 2021	571 648^	4 607 482.88
		19 Apr 2021	306 407*	2 371 590.18
Justin Muller	–	10 Mar 2021	506 675^	4 083 800.50
Justin Muller	Grzybowska (Pty) Ltd	19 Apr 2021	41 133*	318 376.71
Justin Muller	–	19 Apr 2021	18 111*	140 186.56
Kobus van Biljon	–	19 Mar 2021	421 506^	3 397 338.36
		19 Apr 2021	33 566*	259 800.84

* Acquired pursuant to the scrip distribution by Lighthouse, implemented on 19 April 2021

^ An award of shares pursuant to the Lighthouse Share Incentive Plan

3.4 Interests of Lighthouse in the Offeror

Neither Lighthouse nor any of its subsidiaries:

3.4.1 hold any shares in the Offeror as at the date of issue of this document; or

3.4.2 have purchased or sold shares in the Offeror within the six months before the date of the Public Announcement.

4. STATED CAPITAL OF LIGHTHOUSE

4.1 The stated capital of the Company as at 30 April 2021 was:

Stated Capital

Issued share capital – ordinary Lighthouse Shares of no par value	1 249 091 776
Stated capital	EUR 364 756 771

4.2 The stated capital of Lighthouse consists of ordinary no par value Lighthouse Shares and having attached to them the following rights:

- 4.2.1 the right to one vote on a poll at a meeting of the Company on any resolution, in person or in proxy;
- 4.2.2 the right to an equal share in distributions and/or dividends authorised by the Lighthouse Board; and
- 4.2.3 the right to an equal share in the distribution of the surplus assets of the Company.

4.3 Since the end of its last financial year, being 31 December 2020, Lighthouse has issued:

- 4.3.1 1 499 829 Lighthouse Shares pursuant to the Lighthouse Share Incentive Plan on 19 March 2021. The new Lighthouse Shares were listed on the Official Market of the SEM and the Main Board of the JSE on 24 March 2021; and
- 4.3.2 39 801 811 Lighthouse Shares at EUR0.4406 on the Mauritian share register and ZAR7.74 on the South African share register to those Shareholders who received the scrip distribution declared for the nine months ended 31 December 2020, in lieu of a cash distribution.

5. FINANCIAL INFORMATION

5.1 Audited financial statements

Extracts from the audited consolidated financial statements of Lighthouse for the financial years/period ended 30 September 2018, 30 September 2019 and 31 December 2020 as set out in **Annexure B**, fall under the responsibility of the Lighthouse Board.

5.2 Material changes

Save as set out in this Reply Document, there have been no material changes in the financial or trading position of Lighthouse that have occurred since the financial period ended 31 December 2020, being the last financial period in respect of which the Company published audited consolidated financial statements, and the date of this Reply Document.

5.3 Interim statements and preliminary public announcements

The interim financial information of Lighthouse for the quarter ended 31 March 2021 is set out in **Annexure C**.

5.4 Accounting policies

The significant accounting policies are included in the Company's integrated annual report for the period ended 31 December 2020, which is available on the Company's website (<http://www.lighthousecapital.mu/financials/>). There has been no change in the accounting policies of Lighthouse since the last financial year end.

6. MATERIAL CONTRACTS

There have been no material contracts, other than in the ordinary course of business, entered into within the two years preceding the Last Practicable Date, or concluded at any time, that contain an obligation or settlement that is material to Lighthouse as at the date of this Reply Document.

7. ARRANGEMENTS AFFECTING DIRECTORS

7.1 Lighthouse does not anticipate any payment of benefit to the Lighthouse Directors as compensation for loss of office in connection with the Offer.

- 7.2 There is no agreement between any Lighthouse Director and any other person that is conditional on the outcome of the Offer or otherwise is connected with the Offer.
- 7.3 There are no material contracts entered into by the Offeror in which a Lighthouse Director has any interest.

8. DIRECTORS' SERVICE AGREEMENTS

- 8.1 The non-executive Lighthouse Directors do not have service contracts with the Company. Their appointments are made in terms of the Company's constitution and are confirmed at the first annual general meeting of Shareholders following their appointment. Lighthouse Directors are eligible for re-election at each annual general meeting of the Company subject to the relevant procedures laid down in the Company's constitution and the requirements of the Mauritian Companies Act 2001.
- 8.2 The executive Lighthouse Directors' contracts are subject to a 30-day notice period.

9. DIRECTORS' RESPONSIBILITY STATEMENT

- 9.1 The Lighthouse Board accepts full responsibility for the correctness of the information contained in this Reply Document, and having made all reasonable enquiries, states that, to the best of its knowledge and belief, there are no material facts, the omission of which would make any statement herein, whether of fact or opinion, misleading.
- 9.2 The Lighthouse Directors have been guided by the Independent Advisor appointed as per the Rules.

18 June 2021

Signed for and on behalf of the Lighthouse Board

Nina E. Kretzmann

THE INDEPENDENT ADVISOR'S FAIR AND REASONABLE REPORT

10 June 2021

The Directors

Lighthouse Capital Limited

C1-401, 4th Floor

La Croisette

Grand Baie

Mauritius

Dear Sirs,

INDEPENDENT EXPERT REPORT TO THE BOARD OF DIRECTORS OF LIGHTHOUSE CAPITAL LIMITED (“LIGHTHOUSE”) IN TERMS OF RULE 18 OF THE SECURITIES (“TAKEOVER”) RULES 2010, IN REPLY TO THE OFFER DOCUMENT ISSUED BY THE OFFEROR TO LIGHTHOUSE SHAREHOLDERS, RELATING TO THE OFFER BY THE OFFEROR TO LIGHTHOUSE SHAREHOLDERS TO PURCHASE THEIR SHARES FOR A CASH CONSIDERATION PER LIGHTHOUSE SHARE (“OFFER CONSIDERATION”)

METHODOLOGY

Mazars have performed an independent valuation of Lighthouse to determine whether the consideration represents fair value to the Lighthouse shareholders. The primary valuation methodology applied in determining the fair value of Lighthouse was based on the adjusted NAV methodology. The dividend yield methodology was used as a corroborative valuation.

The valuation was performed taking cognisance of Lighthouse's current and planned operations as well as other market factors affecting these operations. Using the values derived from the above valuation, a comparison was made to the consideration.

During our analysis, we relied upon financial and other information, including financial information obtained from management together with industry related and other information available in the public domain. Our conclusion is dependent on such information being accurate in all material respects.

The principal sources of information used in formulating our opinion are as follows:

- The audited consolidated financial statements of Lighthouse for the 15 months ended 31 December 2020;
- The condensed unaudited consolidated interim financial statements of Lighthouse for the 3 months ended 31 March 2021;
- The Lighthouse property valuations at 31 December 2020, discussions were held with JLL and CBRE the independent property valuers, on subsequent valuation movements up to 1 May 2021. No adjustments were required to the property values;
- The circular dated 10 July 2020 with regards to the recent capital raise and the reply document dated 18 June 2021;
- The share price for all listed investments, including Hammerson at 1 May 2021; and
- Publicly available information relating to Lighthouse together with competitors in the industry that we deemed to be relevant, including company announcements.

We obtained the information through:

- Conducting interviews with management, directors, senior staff members of Lighthouse and independent property valuers;
- Obtaining corroborating evidence from third parties; and
- Extracting information from the internet and the press.

VALUATION BY THE INDEPENDENT EXPERT

Mazars compared the outcome of the valuation of Lighthouse to the Offer Consideration of ZAR7.13 per share. The outcome of the valuation per Lighthouse share resulted in an indicative valuation range between ZAR7.33 and ZAR8.85. The Offer Consideration payable per Lighthouse share is not within the fair value range of a Lighthouse share, and therefore the Offer Consideration is unfair to the Lighthouse shareholders.

We have considered the qualitative factors of the Offer Consideration and we have considered the consideration against the trading price and VWAP on the JSE for a reasonable period of time immediately prior to the firm intention announcement and the consideration is below the trading price and therefore the Offer Consideration is unreasonable in terms of the Takeover Rules.

INDEPENDENT ADVICE ON THE OFFER

Mazars' opinion is based upon the market, regulatory and trading conditions as they currently exist and can only be evaluated at the date of the share exchange. It should be understood that subsequent developments may affect our opinion, which we are under no obligation to update, revise or re-affirm.

We have considered the terms and conditions of the Offer, and based upon and subject to the foregoing, we are of the opinion that the Offer Consideration is unfair and unreasonable to the shareholders of Lighthouse.

CONSENT

We hereby consent to the inclusion of this opinion and references hereto, in the form and context in which it appears in any required regulatory announcement or document.

Yours faithfully

Anoop Ninan
Director
Mazars Corporate Finance (Pty) Ltd
54 Glenhove Road
Melrose Estate, 2196

HISTORICAL FINANCIAL INFORMATION FOR THE 15-MONTHS ENDED 31 DECEMBER 2020 AND YEARS ENDED 30 SEPTEMBER 2019 AND 30 SEPTEMBER 2018

The consolidated financial statements of Lighthouse for the fifteen months ended 31 December 2020, as well as the years ended 30 September 2019 and 30 September 2018 are set out below. The notes to the consolidated financial statements for the fifteen months ended 31 December 2020, as well as the years ended 30 September 2019 and 30 September 2018 have been incorporated by reference and are available on Lighthouse's website at <https://www.lighthousecapital.mu/financials/>.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Group		
	Audited 31 Dec 2020 EUR	Audited 30 Sep 2019 EUR	Audited 30 Sep 2018 EUR
ASSETS			
Non-current assets	363 419 199	388 679 262	689 218 977
Investment property	248 467 000	301 201 607	292 693 712
Investments	28 734 532	43 741 545	312 464 289
Investment in and loans to subsidiaries	–	–	–
Investment in and loans to joint venture	69 987 352	–	–
Financial and other assets	4 150 110	19 455 978	59 840 844
Goodwill	12 080 205	24 280 132	24 220 132
Current assets	36 056 835	25 946 184	379 671 672
Investments	–	2 407 500	10 299 132
Loans to subsidiaries	–	–	–
Financial and other assets	–	–	732 786
Trade and other receivables	2 002 742	6 555 186	13 029 436
Cash and cash equivalents	34 054 093	16 983 498	355 610 318
Total assets	399 476 034	414 625 446	1 068 890 649
EQUITY AND LIABILITIES			
Total equity attributable to equity holders	261 967 606	247 276 091	592 449 886
Stated capital	346 556 171	145 801 666	600 703 936
Treasury Shares	–	–	(17 378 683)
Non-distributable reserve	(178 473 720)	32 211 782	(44 817 643)
Foreign currency translation reserve	(1 393 006)	(1 393 006)	(1 393 006)
Retained earnings	95 278 161	70 655 649	55 335 282
Total liabilities	137 508 428	167 349 355	476 440 763
Non-current liabilities	132 368 945	156 910 980	157 043 253
Interest-bearing borrowings	104 408 981	124 226 466	124 878 211
Deferred tax	27 464 475	32 037 986	31 630 017
Financial liabilities	495 489	646 528	535 025
Current liabilities	5 139 483	10 438 375	319 397 510
Interest-bearing borrowings	1 034 972	1 052 685	1 443 902
Financial liabilities	54 464	1 307 436	591 000
Trade and other payables	3 923 137	7 911 804	316 389 373
Income tax payable	126 910	166 450	973 235
Total equity and liabilities	399 476 034	414 625 446	1 068 890 649

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Audited 31 Dec 2020 EUR	Audited 30 Sep 2019 EUR	Audited 30 Sep 2018 EUR
Property rental and related revenue	26 137 558	25 252 231	8 819 126
Investment revenue	3 880 956	3 468 944	21 321 102
Finance income	455 089	997 927	549 841
Total revenue	30 473 603	29 719 102	30 690 069
Fair value (loss)/gain on investment property, investments and derivatives	(202 837 237)	(25 711 629)	2 146 788
Fair value (loss)/gain on investment property	(16 381 385)	(3 204 334)	1 354 008
Fair value (loss)/gain on investments	(146 896 045)	(18 280 315)	4 181 432
Fair value loss on currency, interest rate and other derivatives	(27 359 880)	(4 263 330)	(1 139 070)
Impairment reversal/(loss)	(12 199 927)	36 350	(2 249 582)
Property operating expenses	(11 296 156)	(7 389 699)	(3 630 837)
Administrative and other expenses	(5 060 336)	(3 033 210)	(6 024 800)
Foreign exchange (loss)/gain	(5 580 010)	(13 877 205)	14 898 645
Share of loss of equity-accounted associate	(75 544 971)	–	7 028 539
Operating (loss)/profit	(269 408 326)	(20 292 641)	45 108 404
Finance costs	(4 563 219)	(4 015 460)	(2 539 525)
Other income		136 040	167 301
(Loss)/profit before tax	(274 408 326)	(24 172 061)	42 736 180
Income tax expense	3 215 104	(1 965 249)	(1 119 092)
(Loss)/profit for the period attributable to equity holders of the company	(271 193 222)	(26 137 310)	41 617 088
Other comprehensive income net of tax:			
Items that may subsequently be reclassified to profit or loss:			
Exchange differences on translation of foreign operations	–	–	(1 635 191)
Share of other comprehensive income of equity-accounted associate	(3 471 048)	–	–
		–	(1 635 191)
Total comprehensive (loss)/income for the period attributable to equity holders of the company	(274 664 270)	(26 137 310)	39 981 897
Basic and diluted (loss)/earnings per share (EUR cents)	(34.56)	(5.72)	8.84

Notes:

Commentary on significant variances between 2020 and 2019 results:

- The Group's investment properties are fair valued annually by independent external property valuers at the financial reporting date. The fair value loss on investment property primarily relates to increases in exit capitalisation rates and discount rates on forecast property income, resulting from the market impact of Covid-19.
- The Group's listed securities investments are fair valued at each financial reporting date, based on quoted prices on recognised stock exchanges. The fair value loss in the current period is mainly as a result of decreases in the share prices of investments, brought about by the market-impact of Covid-19.
- The increase in the fair value loss on derivatives is primarily as a result of a EUR 28.3 million bookbuild derivative recognised (as required by IFRS) related to the Company's capital raises during 2020.
- The impairment loss relates to the impairment of goodwill, which has been triggered by a decrease in the fair value of the related underlying property value.
- The Group's investment in Hammerson plc was equity-accounted from 30 September 2020, as required by IFRS. Accordingly, the group's pro rata share of Hammerson's loss for the period ended 31 December 2020 has been included in the results. The Group had no investment in Hammerson in the prior periods.

* For additional information refer to the Group's Integrated Report as of 31 December 2020, available at: <https://www.lighthousecapital.mu/financials/>

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Audited 31 Dec 2020 EUR	Audited 30 Sep 2019 EUR	Audited 30 Sep 2018 EUR
Operating activities			
Cash (utilised in)/generated from operations	27 009 237	(3 675 241)	30 176 660
Finance Income received	455 089	997 927	549 840
Finance costs paid	(3 483 274)	(3 623 917)	(2 539 525)
Income tax paid	(1 358 311)	(2 403 701)	(1 414 710)
Distributions paid	(16 439 547)	(30 677 213)	(29 607 544)
Cash (outflow)/inflow from operating activities	6 183 194	(39 382 145)	(2 835 279)
Investing activities			
Additions to investment Property	(3 006 778)	(11 364 738)	(1 135 768)
Proceeds on sale on investment property	39 360 000	–	16 200 000
Investments in listed security investments	(127 929 845)	(33 674 062)	(205 044 997)
Disposal of listed security investments	273 751 162	301 499 783	36 904 885
Payments on interest rate derivatives	–	–	(4 045 000)
Acquisition of interest in equity-accounted associate	(235 302 472)	–	–
Acquisition of LocaViseu, net of cash acquired	–	–	(53 717 986)
Proceeds from equity swap derivatives cash margin	1 867 068	37 077 592	36 304 612
Share incentive loans repaid/(advanced)	–	280 078	(1 987 631)
Cash inflow/(outflow) from investing activities	(51 260 866)	293 818 653	(176 521 885)
Financing activities			
Repayment of interest-bearing borrowings	(20 947 509)	(1 434 505)	(1 438 265)
Return of capital	–	(588 340 483)	–
Proceeds from issuance of Shares	83 546 059	–	5 675 326
Repurchase of Shares	–	–	(29 036 984)
Cash (outflow)/inflow from financing activities	62 598 550	(589 774 988)	(24 799 923)
(Decrease)/increase in cash and cash equivalents	17 520 878	(335 338 480)	(204 157 087)
Effect of exchange rate changes on cash held	(450 283)	(3 288 340)	11 487 820
Cash and cash equivalents at the beginning of the year	16 983 498	355 610 318	548 279 585
Cash and cash equivalents at end of the year	34 054 093	16 983 498	355 610 318

STATEMENT OF CHANGES IN EQUITY (GROUP)

	Stated capital EUR	Treasury shares EUR	Non-distributable reserve EUR	Foreign currency translation reserve EUR	Retained earnings EUR	Total equity EUR
Previously reported balance at 30 September 2017	892 382 767	–	(36 075 289)	(11 028 779)	48 500 191	893 778 890
Financial liability derivatives from bookbuilds	94 013 684		(94 013 684)			–
Foreign currency translation reserve adjustment on change in functional currency	(11 028 765)		(88 872)	11 028 765		–
Change in functional currency				242 199	(153 327)	–
Restated balance at 30 September 2017	975 367 686	–	(130 177 845)	242 185	48 346 864	893 778 890
Issue of Shares – 1 820 726 Shares on 14 December 2017	5 675 326					5 675 326
Share repurchase – 16 615 159 Shares		(26 778 785)				(26 778 785)
Total comprehensive income:						
Profit for the year					41 617 088	41 617 088
Exchange differences on translation of foreign operations				(1 635 191)		(1 635 191)
Distribution paid – final 2017	19 660 924				(22 000 337)	(2 339 413)
– scrip issue – 6 475 772 Shares	19 660 924				(19 660 924)	–
– cash					(2 339 413)	(2 339 413)
Distribution paid – interim 2018: cash					(27 268 131)	(27 268 131)
Transfer to non-distributable reserve			(14 639 798)		14 639 798	–
Consolidation of The Greenbay Share Trust		(2 258 199)				(2 258 199)
Transfer of stated capital to non-distributable reserve	(400 000 000)		400 000 000			–
Distribution – return of capital		11 658 301	(300 000 000)			(288 341 699)
Previously reported balance at 30 September 2018	600 703 936	(17 378 683)	(44 817 643)	(1 393 006)	55 335 282	592 449 886
IFRS 16 – implementation adjustment					(9 021)	(9 021)
IFRS 9 – implementation adjustment					35 387	35 387
Restated balance at 30 September 2018	600 703 936	(17 378 683)	(44 817 643)	(1 393 006)	55 361 648	592 476 252
Restated balance at 30 September 2018	600 703 936	(17 378 683)	(44 817 643)	(1 393 006)	55 361 648	592 476 252
Total comprehensive income:						
Loss for the year					(26 137 310)	(26 137 310)
Distribution paid – final 2018: cash (paid January 2019)		820 768	(24 631 129)			(23 810 361)
Distribution paid – interim 2019: cash (paid June 2019)			(6 866 852)			(6 866 852)
Transfer to non-distributable reserve			(41 431 311)		41 431 311	–

	Stated capital EUR	Treasury shares EUR	Non-distributable reserve EUR	Foreign currency translation reserve EUR	Retained earnings EUR	Total equity EUR
Consolidation of The Greenbay Share Trust		(44 547)				(44 547)
Transfer of stated capital to non-distributable reserve	(450 000 000)		450 000 000			–
Distribution – return of capital		11 658 301	(299 999 392)			(288 341 091)
Cancellation of treasury Shares	(4 902 270)	4 944 161	(41 891)			–
Closing balance as at 30 September 2019	145 801 666	–	32 211 782	(1 393 006)	70 655 649	247 276 091
Total comprehensive income:						
Loss for the period					(271 193 222)	(271 193 222)
Shares of other comprehensive income of equity-accounted associate			(3 471 048)			(3 471 048)
Distribution paid – final 2019: cash (paid 2 December 2019)			(6 866 852)			(6 866 852)
Distribution paid – interim 2020: cash (paid 25 May 2020)			(9 572 695)			(9 572 695)
Rights offer shares issued – 20 December 2020 – 150 000 000 shares – net of costs	70 439 354					70 439 354
Bookbuild shares issued – 3 June 2020 – 122 785 1010 shares – net of costs	58 154 909					58 154 909
Bookbuild shares issued – 12 August 2020 – 477 214 899 shares – net of costs	177 201 069					177 201 069
Transfer of stated capital to non-distributable reserve	(105 040 827)		105 040 827			–
Transfer to non-distributable reserve			(295 815 734)		295 815 734	–
Balance as at 31 December 2020	346 556 171	–	(178 473 720)	(1 393 006)	95 278 161	261 967 606

INTERIM FINANCIAL INFORMATION FOR THE QUARTER ENDED 31 MARCH 2021

The interim financial information for Lighthouse for the three months ended 31 March 2021 is set out below. The notes to the interim financial information of Lighthouse for the three months ended 31 March 2021 have been incorporated by reference and are available on Lighthouse's website at <https://www.lighthousecapital.mu/financials/>.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 31 March 2021

	Unaudited Mar 2021 EUR	Audited Dec 2020 EUR	Unaudited Mar 2020 EUR
Assets			
Non-current assets	388 960 103	363 419 199	332 919 482
Investment property	248 598 937	248 467 000	263 329 751
Investments	51 950 908	28 734 532	42 218 877
Investment in equity-accounted associate	71 505 523	69 987 352	–
Financial and other assets	4 824 530	4 150 110	4 304 729
Goodwill	12 080 205	12 080 205	23 066 125
Current assets	17 180 403	36 056 835	82 227 907
Financial and other assets	–	–	76 017
Trade and other receivables	2 438 026	2 002 742	4 068 907
Cash and cash equivalents	14 742 377	34 054 093	78 082 983
Total assets	406 140 506	399 476 034	415 147 389
Equity and liabilities			
Total equity attributable to equity holders	268 261 217	261 967 606	248 945 089
Stated capital	347 243 693	346 556 171	216 241 020
Non-distributable reserve	(173 170 529)	(178 473 720)	(45 813 311)
Foreign currency translation reserve	(1 393 006)	(1 393 006)	(1 393 006)
Retained earnings	95 581 059	95 278 161	79 910 386
Total liabilities	137 879 289	137 508 428	166 202 300
Non-current liabilities	132 293 278	132 368 945	137 132 759
Interest-bearing borrowings	104 162 145	104 408 981	105 649 491
Deferred tax liabilities	27 648 345	27 464 475	30 913 053
Financial liabilities	482 788	495 489	570 215
Current liabilities	5 586 011	5 139 483	29 069 541
Interest-bearing borrowings	1 042 185	1 034 972	12 196 308
Financial liabilities	54 510	54 464	98 186
Trade and other payables	4 274 190	3 923 137	15 570 903
Current tax liabilities	215 126	126 910	1 204 144
Total equity and liabilities	406 140 506	399 476 034	415 147 389
Total number of shares in issue	1 209 289 965	1 207 790 136	607 790 136
IFRS net asset value per share (EUR cents)	22,18	21,69	40,96

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the three months ended 31 March 2021

	Unaudited for the three months ended Mar 2021 EUR	Unaudited for the three months ended Mar 2020 EUR
Property rental and related revenue	3 906 249	6 376 894
Investment revenue	169 513	2 839 631
Finance income	3 848	7 549
Total revenue	4 079 610	9 224 074
Fair value gain/(loss) on investment property, investments and derivatives	5 111 486	(72 042 465)
Fair value loss on investment property	(47 115)	(242 293)
Fair value gain/(loss) on investments	4 974 428	(71 502 039)
Fair value gain on currency, interest rate and other derivatives	185 336	915 874
Impairment loss	(1 163)	(1 214 007)
Property operating expenses	(1 897 944)	(1 612 167)
Administrative and other expenses	(892 658)	(1 642 141)
Foreign exchange gain/(loss)	193 341	(1 946 622)
Operating profit/(loss)	6 593 835	(68 019 321)
Finance costs	(745 425)	(1 206 311)
Profit/(loss) before tax	5 848 410	(69 225 632)
Income tax	(242 321)	544 555
Profit/(loss) for the period attributable to equity holders of the Company	5 606 089	(68 681 077)
Other comprehensive income net of tax:		
Items that may subsequently be reclassified to profit or loss:		
None	–	–
Total comprehensive profit/(loss) for the period attributable to equity holders of the Company	5 606 089	(68 681 077)
Basic and diluted earnings/(loss) per share (EUR cents)	0,46	(11,30)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the three months ended 31 March 2021

	Stated capital EUR	Non- distributable reserve EUR	Foreign currency translation reserve EUR	Retained earnings EUR	Total equity EUR
Balance at 30 September 2019	145 801 666	32 211 782	(1 393 006)	70 655 649	247 276 091
Total comprehensive income:					
– Profit for the period				6 777 573	6 777 573
Distribution paid – final 2019 – cash (paid 2 December 2019)		(6 866 852)			(6 866 852)
Rights offer shares issued – 20 December 2019 – 1 500 000 shares – net of costs	70 439 354				70 439 354
Transfer to non-distributable reserve*		4 010 912		(4 010 912)	–
Balance at 31 December 2019	216 241 020	29 355 842	(1 393 006)	73 422 310	317 626 166
Total comprehensive income:					
– Loss for the period				(68 681 077)	(68 681 077)
Transfer to non-distributable reserve*		(75 169 153)		75 169 153	–
Balance at 31 March 2020	216 241 020	(45 813 311)	(1 393 006)	79 910 386	248 945 089
Total comprehensive income:					
– Loss for the period				(209 289 718)	(209 289 718)
– Share of other comprehensive income of equity-accounted associate		(3 471 048)		(3 471 048)	(3 471 048)
Distribution paid – interim 2020 – cash (paid 25 May 2020)		(9 572 695)			(9 572 695)
Bookbuild shares issued – 3 June 2020 – 122 785 101 shares – net of costs	58 154 909				58 154 909
Bookbuild shares issued – 12 August 2020 – 477 214 899 shares – net of costs	177 201 069				177 201 069
Transfer of stated capital to non-distributable reserve	(105 040 827)	105 040 827			–
Transfer to non-distributable reserve*		(224 657 493)		224 657 493	–
Balance at 31 December 2020	346 556 171	(178 473 720)	(1 393 006)	95 278 161	261 967 606
Total comprehensive income:					
– Profit for the period				5 606 089	5 606 089
Long-term incentive participation (“LTIP”) shares issued – 19 March 2021	687 522				687 522
Transfer to non-distributable reserve*		5 303 191		(5 303 191)	–
Balance at 31 March 2021	347 243 693	(173 170 529)	(1 393 006)	95 581 059	268 261 217

*Transfer to non-distributable reserve comprises all realised and unrealised gains and losses (net of applicable taxes) considered to be of a capital nature, as well as foreign exchange gains and losses.

CONSOLIDATED STATEMENT OF CASH FLOWS

for the three months ended 31 March 2021

	Unaudited for the three months ended Mar 2021 EUR	Unaudited for the three months ended Mar 2020 EUR
Operating activities		
Cash generated from operations	1 296 650	2 367 241
Finance income received	3 848	7 549
Finance costs paid	(622 800)	(849 217)
Income tax refunded/(paid)	29 765	(159 557)
Cash inflow from operating activities	707 463	1 366 016
Investing activities		
Additions to investment property	(65 904)	(339 998)
Proceeds on disposal of investment property	–	39 360 000
Acquisition of listed security investments	(18 469 721)	(23 924 078)
Proceeds from disposal of listed security investments	–	17 694 043
Acquisition of interest in equity-accounted associate	(1 518 171)	–
Equity derivative cash flow	185 337	13 730
Cash (outflow)/inflow from investing activities	(19 868 459)	32 803 697
Financing activities		
Repayment of interest-bearing borrowings	(361 277)	(17 537 135)
Cash outflow from financing activities	(361 277)	(17 537 135)
(Decrease)/increase in cash and cash equivalents	(19 522 273)	16 632 578
Effect of exchange rate changes on cash held	210 557	218 587
Cash and cash equivalents at the beginning of the period	34 054 093	61 231 818
Cash and cash equivalents at the end of the period	14 742 377	78 082 983