

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

To: Participants holding interests in the Miton Shares under the Miton Management Equity Incentive arrangements ("**MEI**")

17 September 2019

Dear Participant

Recommended all-share merger of Premier Asset Management Group PLC ("Premier**") and Miton Group plc ("**Miton**")**

1 Introduction

On 4 September 2019, the Premier Board and the Miton Board announced that they had reached an 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**").

The details of the Merger are set out in the scheme document relating to the Merger ("**Scheme Document**"), a copy of which can be found on Miton's website at www.mitongroup.com/announcements and on Premier's website at www.premierfunds.co.uk/corporate. Words and expressions which are defined in the Scheme Document have the same meaning when used in this letter ("**Letter**"). You should read this Letter in conjunction with the Scheme Document.

2 What is the purpose of this Letter?

The purpose of this Letter is to explain the effect of the Merger on the interests you hold under the MEI (the "**MEI Award**"), and how your MEI Award will be treated in relation to the Merger.

To recap, you jointly hold an interest in Miton Shares with the Miton EBT 2 Trustee and you have a right to acquire Miton EBT 2 Trustee's interest in those Miton Shares subject to the terms of a residual call option agreement which you entered into with the Miton EBT 2 Trustee and others at the time you received your MEI Award.

If you hold options or share awards under other Miton Share Plans, you will be receiving separate letter(s) and, where relevant, form(s) of instruction.

3 Terms of the Merger

Under the terms of the Merger, Miton Shareholders will receive:

0.30186 of a New Share in exchange for each Miton Share

Based on this exchange ratio (the "**Exchange Ratio**") and the Closing Price of 167.50 pence per Premier Share on the Latest Practicable Date, the terms of the Merger value each Miton Share at 55.46 pence, comprising an equity value of 50.56 pence and a special dividend of 4.9 pence per Miton Share (the "**Special Dividend**") Only the registered holders of Miton Shares at the Scheme Record Time will be entitled to receive the Special Dividend.

An expected timetable of key events relating to the Merger is set out below.

Event	Date
Miton Court Hearing to sanction the Scheme	13 November 2019
Scheme Record Time	6.00 p.m. on 13 November 2019
Effective Date	14 November 2019

The above dates are subject to change in accordance with the Scheme Document. Miton will notify you of any date changes which affect you.

4 How will the Merger affect your MEI Award?

The impact of the Merger on your MEI Award and any choice available to you will depend on whether your MEI Award has vested and you are entitled to exercise your residual call option and acquire Miton EBT 2 Trustee's interest in the relevant Miton Shares so that you end up with the whole of each such Miton Share.

Your MEI Award does not vest early as a consequence of the Merger.

In summary:

- (i) under the terms of your MEI Award, your MEI Award will be adjusted for the Merger so that your MEI Award continues on its terms over Premier Shares with the exercise price payable to exercise your residual call option also adjusted;
- (ii) if your MEI Award has already vested, you may exercise your residual call option in the normal way and acquire Miton EBT 2 Trustee's joint interest.

5 Adjustment of MEI Award

Under the terms of the MEI Award, provided the Scheme becomes Effective, the number of shares under your MEI Award and the price payable on the exercise of your residual call option or on the exercise of the call option pursuant to which the Miton EBT 1 Trustee may acquire your joint interest in Miton Shares will be adjusted on appropriate terms to be agreed by Miton with you. If no agreement is reached, your MEI Award will be adjusted in such a manner as Miton's auditors certify is appropriate.

The adjustment will be considered appropriate where the same economic effect is enjoyed on the exercise of the residual call option or the call option as if the adjustment event – here, the Merger – had not occurred.

The intention is that the aggregate exercise price under your residual call option will remain substantially the same and that your MEI Award over Premier Shares will remain in or out of the money to the same extent as your MEI Award is presently in or out of the money.

Miton proposes that the adjustments to be made will be based on the Exchange Ratio and that an adjustment will also be made, if appropriate, to the hurdle value which applies to your MEI Award.

You will be notified separately of the adjustments proposed to be made to your MEI Award and you will be asked to confirm you agree with the proposed adjustments. If you do not agree, as outlined above, your MEI Award will be adjusted on the basis Miton's auditors certify is appropriate.

You do not need to take any action now. You will be notified of the adjustments to be made to your MEI Award once the Scheme has become Effective. If you agree to the proposed adjustments the agreements that you have already entered into with Miton EBT 1 Trustee, Miton EBT 2 Trustee and Miton will be amended and all the relevant parties will enter into the amended documentation.

6 Exercising your residual call option

If you already have a right to acquire Miton EBT 2 Trustee's interest in the Miton Shares the subject of your MEI Award, and you wish to exercise your residual call option please contact the Company Secretary, Catriona Fletcher on 020 3714 1482 or by email at catriona.fletcher@mitongroup.com, who will provide you with the necessary paperwork. If you exercise your residual call option, and are the registered holder of Miton Shares as at the Scheme Record Time, you will also be entitled to receive the Special Dividend. The Special Dividend will be paid not more than 10 Business Days after the Effective Date.

If you wish to exercise your residual call option prior to the Miton Court Hearing, Miton's cashless exercise facility will be available so that you do not have to fund the exercise price of your residual call option (the "**Exercise Price**") or any tax liability yourself (the "**Cashless Exercise Facility**"). Under the Cashless Exercise Facility, you may request that Miton: (a) sells such number of the Miton Shares under your MEI Award as will, once sold, produce an amount at least equal to the Exercise Price and your tax liability (if any); and (b) procures the transfer of the balance of the Miton Shares under your MEI Award to you. However, you should be aware that the ability to sell Miton Shares under the Cashless Exercise Facility is not guaranteed as the liquidity and marketability of Miton Shares may be reduced following the announcement of the Merger. If Miton is unable to sell a sufficient number of the Miton Shares under your MEI Award to cover the Exercise Price and any tax liability, you will need to make arrangements with Miton to pay the shortfall.

You should note that the last day of dealings in, and for registrations of transfers of, Miton Shares is expected to be the day of the Miton Court Hearing, following which

dealings in the Miton Shares will be suspended from trading on AIM. No transfers of Miton Shares will be registered after this date.

Prior to the Scheme becoming Effective and subject to any applicable requirements of the AIM Rules, an application will be made to the London Stock Exchange for the cancellation of the admission of Miton Shares to trading on AIM following the Effective Date.

If you exercise your residual call option prior to the Scheme Record Time, and the Scheme becomes Effective, the Miton Shares that you receive will be exchanged for Premier Shares as part of the Merger.

7 Do Nothing

If you do nothing, your MEI Award will be adjusted after the Scheme becomes Effective as described in paragraph 5 above.

8 What if you cease to hold an office or employment within the Miton Group?

The leaver arrangements under the MEI will apply in the normal way. You should check the terms of your MEI Award to determine how you will be treated depending on the circumstances in which you cease to hold employment with a Miton Group company

9 What if the Scheme is not sanctioned by the Court?

If the Merger is not approved by Miton Shareholders or the Scheme does not become Effective, for whatever reason, your MEI Award will remain in place on its existing terms.

10 Tax Consequences

A summary of the UK capital gains tax consequences of an adjustment to your MEI Award and of the income tax consequences of the payment of any Special Dividend is set out in the Appendix of this Letter. If you are in any doubt as to your tax position, you should consult an appropriate independent financial adviser duly authorised under the Financial Services and Markets Act 2000 without delay.

11 Recommendation

The Miton Directors, who have been so advised by Spencer House as to the financial terms of the proposals set out in this letter, consider the terms of these to be fair and reasonable. In providing advice to the Miton Directors, Spencer House has taken into account the commercial assessments of the Miton Directors.

12 Further Assistance

If you have any questions about this Letter (not involving the giving of financial, investment or tax advice), please contact Catriona Fletcher, the Company Secretary, on 020 3714 1482 or by email at catriona.fletcher@mitongroup.com.

Yours faithfully

For and on behalf of Miton Group plc

A handwritten signature in black ink, appearing to be 'P. Heston', written over a faint dotted line.

For and on behalf of Premier Asset Management Group PLC

A handwritten signature in blue ink, appearing to be 'M. Heston', written over a faint dotted line.

Appendix

UK Tax Treatment

Summarised below are the generally applicable UK taxation implications of the adjustment of the MEI Awards and the payment of any Special Dividends for those individuals who work, and are resident and domiciled for tax purposes, only in the UK. This is for guidance only and is not tax advice. The precise consequences will depend on your particular circumstances and, if you are in any doubt, you should consult an appropriate independent financial adviser. If you are resident, domiciled or work in a jurisdiction other than the UK, you should consult a suitably qualified professional adviser to determine your tax position. The paragraphs below represent the current position in the 2019/20 tax year.

UK taxation on chargeable gains

Under the terms of the Merger, the exchange of Miton Shares for Premier Shares under your MEI Award should be treated as a reorganisation for the purposes of capital gains tax ("CGT"). This means that neither you nor Miton EBT 2 Trustee should be treated as having disposed of your jointly held interests in Miton Shares that are exchanged for Premier Shares for CGT purposes and the Premier Shares issued to Miton EBT 1 Trustee should be treated as the same asset and as having been acquired at the same time and for the same consideration as your relevant Miton Shares.

You are advised that no clearance has been or will be sought under section 138 of the Taxation of Chargeable Gains Act 1992 to confirm that HMRC will not seek to assert that the reorganisation treatment described in the preceding paragraph does not apply.

UK taxation of dividend income

Any Special Dividend which is paid to you should be taxed in the same way as any other dividend paid by Miton would be treated.

IF YOU ARE IN ANY DOUBT ABOUT YOUR TAX POSITION YOU SHOULD CONSULT A PROFESSIONAL ADVISER IMMEDIATELY.

Notes

- 1 Unless the context otherwise requires, words and expressions defined in the Scheme Document have the same meaning in this Letter.
- 2 The Premier Directors, whose names are set out in paragraph 2.4 of Part VII of the Scheme Document, accept responsibility for the information contained in this Letter relating to Premier, the wider Premier Group, the Premier Directors and their close relatives, related trusts and connected persons and the persons acting, or deemed to be acting, in concert with Premier. To the best of the knowledge and belief of the Premier Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Letter for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.
- 3 The Miton Directors, whose names are set out in paragraph 2.1 of Part VII of the Scheme Document, accept responsibility for the information (including expressions of opinion) set out in this Letter and the proposals contained in this Letter, other than information relating to Premier, the wider Premier Group, the Premier Directors or any of their close relatives, related trusts and connected persons or the persons acting, or deemed to be acting, in concert with Premier. To the best of the knowledge and belief of the Miton Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.
- 4 Spencer House Partners LLP, which is authorised and regulated by the Financial Conduct Authority in the UK, is acting as lead financial adviser exclusively for Miton and no one else in connection with the Merger, the matters set out in this Letter and the Scheme Document and will not regard any other person as its client in relation to the matters set out in this Letter 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.
- 5 Spencer House has given and not withdrawn its written consent to the issue of this Letter with the inclusion of the references to its name in the form and context in which they appear.
- 6 Fenchurch Advisory Partners LLP ("**Fenchurch**"), which is authorised and regulated by the Financial Conduct Authority in the UK, is acting as lead financial adviser exclusively for Premier and no one else in connection with the Merger, the matters set out in this Letter and the Scheme Document and will not regard any other person as its client in relation to the matters set out in this Letter and will not be responsible to anyone other than Premier for providing the protections afforded to clients of Fenchurch or its affiliates, or for providing advice in relation to any matter referred to herein

- 7 Fenchurch has given and not withdrawn its written consent to the issue of this Letter with the inclusion of the references to its name in the form and context in which they appear.
- 8 In the event of any differences between this Letter and the agreements constituting the MEI Awards or any relevant legislation, the agreements constituting the MEI Awards and the relevant legislation will prevail.
- 9 Accidental omission to despatch this Letter to, or any failure to receive the same by, any person to whom the proposals are made or should be made will not invalidate the proposals in this Letter in any way.
- 10 The distribution of this Letter in or into jurisdictions other than the UK may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the UK should inform themselves about, and observe, such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of such jurisdiction. Neither this Letter nor any of the accompanying documents do or are intended to constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval pursuant to the Offer or otherwise, in any jurisdiction in which such offer, invitation or solicitation is unlawful.
- 11 This Letter has been prepared for the purposes of complying with English law, the City Code on Takeovers and Mergers and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws of jurisdictions outside England and Wales.
- 12 Nothing in this Letter shall be construed as investment advice or any investment recommendation given by or on behalf of any other person.