

LIGHTHOUSE CAPITAL LIMITED

(Incorporated in the Republic of Mauritius on 14 August 2014)

(Registration number C124756 C1/GBL)

SEM share code: GFP.N0000

JSE share code: LTE

ISIN: MU0461N00015

LEI: 549300UG27SWRF0X2U62

(“Lighthouse” or the “Company”)



AVAILABILITY OF THE CONDENSED CONSOLIDATED UNAUDITED RESULTS FOR THE THREE AND SIX MONTHS ENDED 30 JUNE 2021, NOTICE OF DECLARATION OF DISTRIBUTION AND CHANGES TO THE BOARD

AVAILABILITY OF RESULTS

The board of directors of the Company (the “**Board**”) wishes to inform Lighthouse shareholders (“**Shareholders**”) and the general public that the condensed consolidated unaudited financial results for the three and six months ended 30 June 2021 have been published and can be viewed on Lighthouse’s website at (<https://www.lighthousecapital.mu/financials/>).

DISTRIBUTION DECLARATION

Introduction

Shareholders are advised that on 5 August 2021, the Board approved a scrip distribution of 1.61000 EUR cents per Lighthouse share in respect of the 6 months ended 30 June 2021 (“**Scrip Distribution**”). The Board is accordingly offering a Scrip Distribution to Shareholders, with an alternative cash distribution option (“**Cash Distribution**”) of 1.449 EUR cents per Lighthouse share, which Cash Distribution represents a 10% discount to the Scrip Distribution of 1.61000 EUR cents per Lighthouse share. Accordingly, a Scrip Distribution by way of an issue of new Lighthouse shares, credited as fully paid up, will be paid to Shareholders unless Shareholders elect to receive the Cash Distribution.

Shareholders that do not elect the Cash Distribution, are entitled to a number of Lighthouse shares, which will be determined based on the reference price, which reference price will be announced, together with the applicable exchange rate and entitlement ratio, on or before Tuesday, 24 August 2021 (by 11:00 South African time and 13:00 Mauritian time), being the Finalisation Date as defined in the Circular.

The rationale for the Scrip Distribution is to afford Shareholders the opportunity to increase their shareholding in Lighthouse and to retain a flexible capital structure. The distributions will be paid out of the Company’s non-distributable reserve.

As at the date of this announcement, the Company has 1,249,091,776 ordinary shares of no par value in issue.

Circular

A circular (“**Circular**”) to Shareholders in respect of the election being offered to Shareholders to receive the Scrip Distribution, or elect to receive the Cash Distribution, together with an election form, will be posted to Shareholders on or about Tuesday, 10 August 2021.

Copies of the Circular may be obtained from the Company’s SA Transfer Secretaries, JSE Investor Services, 13th Floor, 19 Ameshoff Street, Braamfontein, Johannesburg, South Africa, and from the Company Secretary, Intercontinental Trust Limited, Level 3, Alexander House, 35 Cybercity, Ebene 72201, Mauritius from Tuesday, 10 August 2021 to Friday, 4 September 2021. The Circular will also be available on the Company’s website at (<https://www.lighthousecapital.mu/circular/>) from Tuesday, 10 August 2021.

Terms defined in the Circular shall bear the same meaning in this announcement.

Salient Dates and Times

FOR SHAREHOLDERS ON THE SA SHARE REGISTER

2021

Circular posted and announced on SENS on	Tuesday, 10 August
Announcement of Conversion Rate, Scrip Distribution Reference Price and Entitlement Ratio released before 11:00 on SENS on or before	Tuesday, 24 August
Last day to trade on the JSE in order to be eligible for the Scrip Distribution or alternatively the Cash Distribution on	Tuesday, 31 August
Shares commence trading <i>ex</i> -Scrip Distribution or Cash Distribution on the JSE on	Wednesday, 1 September
Record Date for Shareholders recorded on the SA Share Register	Friday, 3 September
Closing date for receipt of completed Election Forms by no later than 12:00 on	Friday, 3 September
Announcement on SENS of the amount of new Lighthouse Shares to be listed on	Monday, 6 September
Dispatch of Share Certificates, payment of Cash Distribution, CSDP/broker accounts credited/updated and new Lighthouse Shares issued on the JSE on	Wednesday, 8 September

Notes:

1. All dates and times quoted above are local dates and times in South Africa. The above dates and times are subject to change. Any changes will be released on SENS.
 2. **Shareholders should note that new Lighthouse Shares should not be traded until the new Lighthouse Shares are issued or reflect in their accounts with their CSDP or broker on Wednesday, 8 September 2021.**
 3. Share Certificates may not be Dematerialised or Rematerialised between Wednesday, 1 September 2021 and Friday, 3 September 2021, both days inclusive.
 4. Transfers of Shares between sub-registers in South Africa and Mauritius may not take place between Tuesday, 24 August 2021 and Friday, 3 September 2021, both days inclusive.
 5. Shareholders on the SA Share Register who elect to receive the Cash Distribution will receive a Cash Distribution in South African Rand, based on the exchange rate to be obtained by the Company on Monday, 23 August 2021.
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FOR SHAREHOLDERS ON THE MAURITIAN SHARE REGISTER

2021

Circular posted and announced on SEM on	Tuesday, 10 August
Announcement of Conversion Rate, Scrip Distribution Reference Price and Entitlement Ratio released on the SEM website on or before	Tuesday, 24 August
Last day to trade on the SEM in order to be eligible for the Scrip Distribution or alternatively the Cash Distribution on	Tuesday, 31 August
Shares commence trading <i>ex</i> -Scrip Distribution or Cash Distribution on the SEM on	Wednesday, 1 September
Record date for Shareholders recorded on the Mauritian Share Register	Friday, 3 September
Closing date for receipt of completed Election Forms by no later than 12:00 on	Friday, 3 September
Announcement on the SEM website of the amount of new Lighthouse Shares listed on	Monday, 6 September
Payment of Cash Distribution, CDS accounts credited and new Lighthouse Shares issued on the SEM on	Wednesday, 8 September

Notes:

1. All dates and times quoted above are local dates and times in Mauritius. The above dates and times are subject to change. Any changes will be released on the SEM website.
 2. **Dematerialised Shareholders should note that new Lighthouse Shares should not be traded until the new Lighthouse Shares reflect in their CDS accounts with their stockbroker.**
 3. No transfers of Shares can take place between sub-registers in South Africa and Mauritius between Tuesday, 24 August 2021 and Friday, 3 September 2021, both days inclusive.
 4. Shareholders on the Mauritian Share Register who elect to receive a Cash Distribution will receive a Cash Distribution in EUR.
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Tax implications*SA resident Shareholders*

The receipt of the Scrip Distribution or electing to receive the Cash Distribution may have tax implications for Shareholders.

For those South African resident Shareholders electing to receive the Cash Distribution, such amount will be regarded as a capital distribution and is not taxable in the hands of Shareholders as it is being paid from the non-distributable reserve.

The receipt of new Lighthouse Shares by South African resident Shareholders should not be classified as a distribution or a foreign distribution for South African tax purposes and accordingly, South African distributions withholding tax should not be levied on the new Lighthouse Shares. However, the legislation in this regard is complex and its implementation is uncertain.

Accordingly, Shareholders should seek independent professional tax advice. Shareholders are advised to consult their professional advisors regarding the tax consequences of the Scrip Distribution and the Cash Distribution, as the case may be, or should they be in any doubt as to the appropriate action to take.

In terms of the JSE Listings Requirements regarding distributions withholding tax in South Africa, the following additional information is disclosed:

- there is no withholding tax payable in Mauritius.

Shareholders residing outside South Africa

The receipt of the Scrip Distribution or electing to receive the Cash Distribution may have tax implications for Shareholders who are resident in Mauritius or other countries and such Shareholders are advised to obtain appropriate advice from their professional advisors in this regard.

Fractions

The allocation of new Lighthouse Shares will be such that Shareholders who receive the Scrip Distribution will not be allocated a fraction of a new Lighthouse Share and as such any entitlement to receive a fraction of a new Lighthouse Share will be rounded down to the nearest whole number.

No fractions of new Lighthouse Shares will be issued, nor will any residual entitlements be carried forward to any future scrip distribution issues.

CHANGES TO THE BOARD

In accordance with paragraph 3.59(b) of the JSE Listings Requirements, the Board wishes to advise that Paul Edwards (Mauritius) and David Axten (Mauritius) have resigned as independent non-executive directors of the Company with effect from 5 August 2021 in order to pursue other interests.

The Board would like to thank them for their valuable contribution to the Company and wishes them well in their future endeavours.

The Board has identified suitable replacements and in accordance with paragraph 3.59(a) of the JSE Listings Requirements, the Board wishes to advise that Anthony Doublet (Malta) and Stephen Paris (Malta) have been appointed as independent non-executive directors of the Company with effect from 5 August 2021.

Stephen Paris is an accountant and auditor by profession. He spent 30 years in the profession with Deloitte Malta where he was admitted as a partner in 2000. As a partner, he served in various leadership roles at Deloitte as Head of Audit, Financial Services Industry leader and Head of Risk and Regulatory Advisory. Throughout his career he has led numerous audits and non-audit assignments for a variety of clients. Stephen was a council member of the Malta Institute of Accountants and lecturer in auditing for several years.

Anthony Doublet is a fellow of the Chartered Association of Certified Accountants as well as a certified public accountant and registered insurance auditor. Anthony spent most of his career with Ernst & Young and recently retired as a partner. He has served a number of audit clients in the banking, insurance and asset management sectors. He was also a member of the Malta Institute of Accountants for 14 years during which time he sat on various committees.

In accordance with paragraph 3.59(c) of the JSE Listings Requirements, Shareholders are further advised that Anthony has been appointed to the Company's Audit and Social and Ethics Committees, whilst Stephen has been appointed to the Company's Social and Ethics, Audit and Risk Committees.

The Board welcomes Stephen and Anthony and looks forward to their contribution to the Company.

Lighthouse has primary listings on both the Official Market of the SEM and the Main Board of the JSE.

By order of the Board

5 August 2021

JSE sponsor

JAVACAPITAL

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**SEM authorised representative
and sponsor**

**Perigeum
Capital**

Tel: +230 402 0890

Company Secretary

itl
Intercontinental Trust Ltd

Tel: +230 403 0800

This notice is issued pursuant to SEM Listing Rules 11.3 and 12.20 and Rule 5(1) of the Securities (Disclosure Obligations of Reporting Issuers) Rules 2007. The Board of Lighthouse accepts full responsibility for the accuracy of the information in this announcement.