

**THIS LETTER IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this letter or what action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended), if you are in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser in a territory outside the United Kingdom.**

If you have sold or transferred your ordinary shares in John Laing Infrastructure Fund Limited (“**JLIF**”), please send this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or the transferee.

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.**

**JOHN LAING INFRASTRUCTURE FUND LIMITED**

**(incorporated with limited liability under the laws of Guernsey with registered number 52256)**

*Registered Office:*

Heritage Hall  
P .O. Box 225  
Le Marchant Street  
St Peter Port  
Guernsey GY1 4HY  
Channel Islands

17 July 2018

Dear Shareholder

We are writing to inform you that the Board of JLIF and a consortium which comprises Dalmore Capital Limited (as manager for and on behalf of certain infrastructure funds) (“**Dalmore**”) and Equitix Investment Management Limited (acting as manager of various funds) (“**Equitix**”) (together the “**Consortium**”) are engaged in discussions regarding a possible cash offer for the entire issued and to be issued share capital of JLIF (the “**Possible Offer**”), to be made by a new company to be jointly owned by funds managed or advised by Dalmore and Equitix.

In accordance with Rule 2.11 of the City Code on Takeovers and Mergers (the “**Code**”), we enclose a copy of the joint announcement released on 16 July 2018 (the “**Announcement**”) by JLIF and the Consortium in relation to the Possible Offer. The Announcement resulted in the commencement of an “offer period” under the Code on 16 July 2018.

We will keep you informed of any further developments. Shareholders need take no action at this time.

Under Rule 8 of the Code, certain persons are required to make “opening position disclosures” and “dealing disclosures” during the offer period as part of the disclosure requirements under the Code. Pursuant to this, under Rule 8.3(a) any person who is interested in 1% or more of any class of relevant

securities of JLIF will be required to make such disclosures. A summary of the provisions of Rule 8.3 that may be relevant to you is set out in the Appendix to this letter.

Please note that, if there is a possible offer, or a firm offer, for JLIF, details held by us in relation to you (including your address, electronic address and other information) may be provided to possible bidders (if any) during the offer period as required under Section 4 of Appendix 4 of the Code.

A copy of this letter is available on JLIF's website at [www.jlif.com/investors/possibleoffer](http://www.jlif.com/investors/possibleoffer). The contents of this website are not incorporated into, and do not form part of, this letter.

A hard copy of this letter will not be sent to you unless you have previously notified the Registrar, Link Market Services (Guernsey) Limited, that you wished to receive all documents in hard copy form or unless requested in accordance with the procedure set out below.

If you have any administrative questions or would like to request a hard copy of this letter please contact the Registrar, Link Market Services (Guernsey) Limited, at c/o Link Market Services Limited, 34 Beckenham Road, Beckenham, Kent BR3 4TU, or on 0871 664 0300 (calls cost 12 pence per minute plus network extras, lines are open 9.00 a.m. to 5.30 p.m. Monday to Friday) or on +44 (0)371 664 0300 (if calling from outside the UK). You may also request that all future documents, announcements and information to be sent to you in relation to the Possible Offer should be in hard copy form.

This letter is being sent for information only to persons with information rights.

Yours faithfully

A handwritten signature in black ink, appearing to be 'David MacLellan', with a long horizontal stroke underneath.

David MacLellan  
Chairman

## APPENDIX

### **Disclosure requirements of the Code**

Under Rule 8.3(a) of the 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 p.m. (London time) on the 10th business day following the commencement of the Offer Period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 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 p.m. (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](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 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION.**

**THIS IS AN ANNOUNCEMENT FALLING UNDER RULE 2.4 OF THE CITY CODE ON TAKEOVERS AND MERGERS (THE "CODE"). IT DOES NOT REPRESENT A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE CODE. ACCORDINGLY, THERE CAN BE NO CERTAINTY THAT AN OFFER WILL BE MADE.**

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

For Immediate Release

16 July 2018

**Possible cash offer for John Laing Infrastructure Fund Limited ("JLIF" or the "Company")**

The Board of JLIF and a consortium which comprises Dalmore Capital Limited (as manager for and on behalf of certain infrastructure funds) ("**Dalmore**") and Equitix Investment Management Limited (acting as manager of various funds) ("**Equitix**") (together the "**Consortium**") confirm they are engaged in discussions regarding a possible cash offer for the entire issued and to be issued share capital of JLIF (the "**Possible Offer**"), to be made by a new company to be jointly owned by funds managed or advised by Dalmore and Equitix. The Possible Offer is at a price of 142.5 pence per share in cash (the "**Possible Offer Price**") and also includes the payment of a dividend of up to 3.57 pence per share to JLIF shareholders prior to closing of the transaction (the "**Pre-Closing Dividend**"), (together with the 142.5 pence, the "**Total Consideration**").

The Possible Offer Price represents an approximately 20.6 per cent. premium to JLIF's closing share price of 118.2 pence as at 13 July 2018 (being the last trading day prior to this announcement) and an approximately 16.9 per cent. premium to JLIF's latest published NAV per share of 121.9 pence as at 31 March 2018 (being the last NAV published by JLIF). Assuming a Pre-Closing Dividend of 3.57 pence per share, the Total Consideration represents an approximately 23.6 per cent. premium to JLIF's closing share price as at 13 July 2018 and an approximately 19.8 per cent. premium to JLIF's latest published NAV per share.

Following a period of negotiation with the Consortium, the Board of JLIF have indicated to the Consortium that it is minded to recommend a firm intention to make an offer for JLIF if made by the Consortium on the terms set out in this announcement.

The announcement of any offer is conditional on, amongst other things, completion of a customary due diligence exercise to the satisfaction of the Consortium. The terms and conditions of any offer, if made, will be set out in a further announcement.

The Consortium reserves the right to make an offer at any time on less favorable terms than the terms set out herein:

- with the agreement or recommendation of the Board of JLIF;
- if a third party announces a firm intention to make an offer for JLIF which, as at the date the Consortium announces a firm intention to make an offer for JLIF, is valued at a lower price than the price set out herein;
- following the announcement by JLIF of a whitewash transaction pursuant to the Code; or
- if, at the time of the offer, the fully diluted share capital of JLIF is greater than 991,057,224, in which case the Consortium reserves the right to reduce the Possible Offer Price on a pro-rata basis

In addition, in accordance with Rule 2.5 (Note 4) of the Code, the Consortium reserves the right to reduce the consideration payable for each JLIF share on a pro rata basis to the extent that the Pre-Closing Dividend exceeds 3.57 pence per share. If any dividend or other distribution is announced, declared, made, paid or becomes payable on or after the date of this announcement other than the Pre-Closing Dividend, the Consortium reserves the right to reduce the consideration payable in respect of each JLIF share by the amount of all or part of any such dividend or other distribution.

There can be no certainty that any offer will be made.

In accordance with Rule 2.6(a) of the City Code on Takeovers and Mergers (the "Code"), the Consortium is required, by not later than 5.00 p.m. (London time) on 13 August 2018, being 28 days after today's date, to either announce a firm intention to make an offer or announce that it does not intend to make an offer, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This deadline can be extended with the consent of the Panel on Takeovers and Mergers (the "Panel") in accordance with Rule 2.6(c) of the Code.

This announcement has been made with the consent of the Consortium.

A further announcement will be made in due course.

## **Information on the Consortium**

Dalmore is an independent fund manager with offices in London and Edinburgh. It has over £4 billion of investors' funds under management, largely from long-term UK pension funds. Dalmore invests primarily in low risk infrastructure opportunities, including PFI/PPP projects, UK offshore transmission assets and regulated assets such as the UK gas distribution business, Cadent. Alongside discretionary managed funds, Dalmore has also been able to offer a range of co-investment and single asset / account transactions; deploying over £2.4 billion for its investors to-date.

Dalmore has made over 100 investments in greenfield and brownfield infrastructure in the UK. Its expertise in acquiring and managing assets for the long-term spans sectors including healthcare, education, transport, defence, leisure and custodial PPP projects, as well as significant stakes in regulated utilities. Whilst the large majority of Dalmore's investments are in UK PFI/PPP, Dalmore-managed investments also include the single-purpose, £440 million fund that is a major shareholder in the Thames Tideway Tunnel project, two single-purpose funds set up to invest in Cadent, acquired from National Grid in 2017, and a £300 million investment in Anglian Water, the largest water and water recycling company in England and Wales by geographical area.

Equitix has built a reputation as a leading UK infrastructure investor, as demonstrated by its ability to successfully source, develop and manage high-quality infrastructure assets across a number of sectors such as social housing, education, healthcare, waste and renewables, highways and street lighting, student and government accommodation, utility infrastructure, transport and energy efficient investments. Equitix manages a portfolio of more than 170 assets, with c.£3 billion of assets under management.

Equitix also has the ability to bring together a consortium for larger scale projects to create co-investment opportunities. For example, in January 2017, an Equitix and Dalmore consortium successfully acquired 50% of the equity interests in the flagship M25 transport PPP project, before acquiring a further 25% stake together in January of 2018. More recently in September 2017, an Equitix-led consortium successfully acquired 100% of the equity interests in HS1, a flagship UK rail infrastructure project.

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This announcement contains Inside Information as defined under the Market Abuse Regulation (EU) No. 596/2014.

### **Further information**

J.P. Morgan Securities plc, which conducts its UK investment banking business as J.P. Morgan Cazenove ("**J.P. Morgan Cazenove**"), is authorised in the United Kingdom by the Prudential Regulation Authority (the "PRA") and regulated by the PRA and the Financial Conduct Authority. J.P. Morgan Cazenove is acting as financial adviser exclusively for JLIF 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 JLIF for providing the protections afforded to clients of J.P. Morgan Cazenove or its affiliates, or for providing advice in relation to any matter referred to herein.

Lazard & Co., Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively as financial adviser to the Consortium and no one else in connection with the matters set out in this announcement and will not be responsible to anyone other than the Consortium for providing the protections afforded to clients of Lazard & Co., Limited nor for providing advice in relation to the potential transaction or any other matters referred to in this announcement. Neither Lazard & Co., Limited nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Lazard & Co., Limited in connection with this announcement, any statement contained herein or otherwise.

Macquarie Capital (Europe) Limited ("**MCEL**" or "**Macquarie**"), which is regulated by the Financial Conduct Authority, is acting as financial adviser to the Consortium and no one else in connection with the matters set out in this announcement. In connection with such matters, MCEL, its affiliates and its or their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to anyone other than the Consortium for providing the protections afforded to their clients or for providing advice in relation to the contents of this announcement or any other matter referred to in this announcement.

Stifel Nicolaus Europe Limited ("**Stifel**") which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for the Consortium and for no-one else in connection with the matters set out in this announcement. Stifel, its affiliates and its or their respective directors, offices, employees and agents, will not regard any other person as their client, nor will they be responsible to anyone other than the Consortium for providing the protections afforded to their clients or for providing advice in relation to the contents of this announcement or any other matter referred to in this announcement.

### **Rule 26.1 Disclosure**

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available at [www.jlif.com](http://www.jlif.com), [www.dalmorecapital.com](http://www.dalmorecapital.com) and [www.equitix.co.uk](http://www.equitix.co.uk), by no later than 12 noon (London time) on the business day following this announcement. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.



## **Important notice**

This announcement is not intended to, and does not, constitute, represent or form part of any offer, invitation or solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities whether pursuant to this announcement or otherwise. Any offer, if made, will be made solely by certain offer documentation which will contain the full terms and conditions of any offer, including details of how it may be accepted.

This announcement has been prepared in accordance with English law and the Code, and information disclosed may not be the same as that which would have been prepared in accordance with laws outside of the United Kingdom. The release, publication or distribution of this communication in whole or in part, directly or indirectly, in, into or from certain jurisdictions may be restricted by law and therefore persons in such jurisdictions should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities law of any such jurisdiction.

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**Rule 2.9 disclosure**

In accordance with Rule 2.9 of the Code, as at the close of business on 13 July 2018 (being the business day prior to the date of this announcement), JLIF confirms that it had in issue 991,057,224 ordinary shares of 0.01 pence each with voting rights and admitted to trading on the main market of the London Stock Exchange under the ISIN code GG00B4ZWPH08. JLIF holds no ordinary shares in Treasury.

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