

This document is important and requires your immediate attention.

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are taking advice in a territory outside the United Kingdom.

This letter should be read in conjunction with the scheme document to shareholders of GoCo Group plc dated 14 December 2020 (the “**Scheme Document**”), which can be viewed, together with a copy of this letter, on the GoCo Group plc website at <https://www.gocogroup.com/investors/>. Words and expressions defined in the Scheme Document have the same meaning in this letter unless the context requires otherwise. Key terms used in this letter and the accompanying documents are explained in Appendix B to this letter.

14 December 2020



Dear Participant

The GoCo Group plc 2016 Deferred Bonus Plan (“DBP”) and the recommended cash and share offer for GoCo Group plc (“GoCo Group”) by Future plc (“Future”)

On 25 November 2020, the Independent GoCo Group Directors and the Future Directors announced that they had agreed the terms of a recommended cash and share acquisition pursuant to which Future will acquire the entire issued and to be issued share capital of GoCo Group, to be effected by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act (the “**Combination**”).

The Combination must be approved by both GoCo Group Shareholders and Future Shareholders before the completion of the Combination can take place (“**Completion**”).

We are writing to explain how the Combination will affect your award (your “**DBP Award**”) over ordinary shares in GoCo Group (“**GoCo Group Shares**”) granted under the DBP and the choices available to you. It is important that you read through this letter and its appendices, including the Instruction Form (this “**Letter**”).

If you participate in other GoCo Group share plans you will receive a separate letter about the effect of the Combination on any other options or awards you hold under those plans and the choices available to you. Please read those letters carefully.

A brief explanation of some of the terms used in this Letter is given in Appendix B.

The Combination

The Combination will result in GoCo Group and its subsidiaries becoming wholly-owned subsidiaries of Future.

The Combination will take place through a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act (the “**Scheme**”). Further information about the Scheme is set out in the Scheme Document.

What are the terms of the Combination?

The terms of the Combination are set out in full in the Scheme Document. However, in summary, GoCo Group Shareholders will be entitled to receive for each GoCo Group Share they own:

33 pence in cash and 0.052497 Future Shares

Based on the Closing Price of £19.62 per Future Share on 24 November 2020 (the last Business Day prior to the Announcement), the terms of the Combination in summary represent a value of approximately £1.36 per GoCo Group Share.

Based on the Closing Price of £18.32 per Future Share on 10 December 2020 (the “**Last Practicable Date**”), the terms of the Combination in summary represent a value of approximately £1.29 per GoCo Group Share.

Given part of the consideration you will receive for your GoCo Group Shares will be in the form of Future Shares, the actual value of the consideration you will receive for your GoCo Group Shares will depend on the value of Future Shares at the time of Completion.

For further detail about the value the terms of the Combination represent, please see page 17 of the Scheme Document.

When is the Combination likely to take place?

The Combination is currently expected to become effective in the first quarter of 2021. The expected timeline is set out in Appendix A.

How does the Combination affect your DBP Award?

In connection with the Combination your DBP Award will vest in full and you will receive GoCo Group Shares in satisfaction of your DBP Award.

Any GoCo Group Shares that you receive in satisfaction of your DBP Award will be acquired by Future on or shortly following Completion and for each GoCo Group Share you receive you will be entitled to receive the following consideration:

33 pence in cash and 0.052497 Future Shares

When you receive the GoCo Group Shares in satisfaction of your DBP Award, the number of GoCo Group Shares you receive will be increased to reflect the value of the dividends that would have been paid on those GoCo Group Shares you receive under your DBP Award.

Any GoCo Group Shares to which you become entitled as a result of your DBP Award vesting in connection with the Combination will be held on your behalf by Equiniti Trust (Jersey) Limited, the independent trustee of GoCo Group’s employee benefit trust (the “**EBT Trustee**”), as your nominee. This means that the EBT Trustee will receive the consideration that Future provides for your GoCo Group Shares on your behalf. After receipt of the consideration from Future, arrangements will be made to pay the consideration to you after any income tax and National Insurance contributions due are deducted.

If the Combination does not happen for any reason, your DBP Award will continue as normal subject to the rules of the DBP. The effects of the Combination on your DBP Award described above would not happen.

Leaving employment before the Combination

The leaver arrangements under the DBP will continue to apply in the normal way if you leave employment before the Combination. If you leave employment before the Combination and do not qualify as a “good leaver” under the DBP rules, your unvested DBP Award will lapse on the date that your employment ceases. If you leave before the Combination as a “good leaver” (for example, because of injury or disability), your unvested DBP Award will continue and vest in full in connection with the Combination as if you had not left.

Leaving employment after the Combination

Your DBP Award will not be affected if you leave employment after the Combination because it will have already vested.

Your instruction

As described above, the GoCo Group Shares that you receive in satisfaction of your DBP Award will be automatically acquired by Future on or shortly after Completion and you will receive cash and Future Shares in return. You will be subject to income tax and employee's National Insurance contributions on the full value of the GoCo Group Shares you receive (please see Appendix C for more detail on the tax treatment of your DBP Award). The EBT Trustee will withhold the income tax and employee's National Insurance contributions you are liable to pay on your DBP Award and which GoCo Group is required to account to HMRC under PAYE (the "**Tax Liability**") from the cash you receive for your GoCo Group Shares, and to the extent the cash portion of your consideration from the Combination is insufficient to meet your Tax Liability, by selling sufficient Future Shares at the prevailing share price on your behalf to pay the balance of your Tax Liability. You will need to direct the EBT Trustee on the Instruction Form as to how you wish it to deal with the balance of your Future Shares. Your choices are:

- **CHOICE 1:** if you want to keep your Future Shares, the EBT Trustee will only sell enough Future Shares which, with the cash you receive, is enough to cover your Tax Liability and any dealing costs or broker's commission incurred in connection with that sale (the "**Employee Costs**") before sending to you a share certificate for the balance of your Future Shares; or
- **CHOICE 2:** if you do not want to keep any Future Shares, the EBT Trustee will sell all your Future Shares and will pay the proceeds less your Tax Liability and Employee Costs to you, as soon as reasonably practicable thereafter.

You will need to fill out the Instruction Form at Appendix D and return it to Equiniti at EquinitiPremier1@equiniti.com or Premier Admin Team, Equiniti, Highdown House, Yeoman Way, Worthing, West Sussex, BN99 3HH by no later than 5 p.m. UK time on 15 February 2021 to confirm which of the above two choices you have selected.

If you choose to sell your Future Shares, you should note that this service is 'execution-only'. This means that GoCo Group, Future and the EBT Trustee cannot provide you with any investment or taxation advice and you must make your own decisions whether or not to sell your Future Shares or whether the service is suitable for you. GoCo Group, Future and the EBT Trustee are not required to assess whether the service is suitable for you, so you do not benefit from the protection of the rules made by the Financial Conduct Authority on assessing suitability.

The EBT Trustee may aggregate the sale of your Future Shares with other sales made on behalf of other participants in GoCo Group's employee share plans and, due to the volume of Future Shares that may have to be sold, the sale may take several days to complete. This may result in a more or less favourable price than would have been achieved had your sale order been executed separately.

The Combination is conditional only on approval of the Combination by GoCo Group Shareholders and the Court Order, and not on any particular level of acceptances or any approval from participants in any of GoCo Group's employee share plans.

If you fail to return a duly completed and signed Instruction Form by 5 p.m. UK time on 15 February 2021, the EBT Trustee will (after selling sufficient Future Shares to meet your Tax Liability and Employee Costs to the extent that the cash portion of your consideration was insufficient to settle this liability) arrange for a share certificate to be issued to you for the balance of your Future Shares.

Attachments to this Letter

The following are provided as attachments to this Letter:

- Appendix A sets out the expected timetable of events, including the proposed timing of payments to you.
- Appendix B explains some key definitions.
- Appendix C summarises the tax treatment of your DBP Award.
- Appendix D contains the Instruction Form for you to complete and return to Equiniti.

What if you have questions?

If you have any questions that relate to your DBP Award, please contact Alex Currie by email (Alex.Currie@GoCompare.com) or telephone (01633 654736). Please note that no legal, tax or financial advice on the merits of the Combination or its effect on your DBP Award can be provided.

Nothing in this Letter constitutes financial advice to any holder of shares, share options or share awards in GoCo Group or Future.

If there is a conflict between the information in this Letter and the rules of the DBP or any relevant legislation, the rules and the legislation will prevail.

You are strongly advised to seek your own independent financial and/or tax advice regarding your personal circumstances and the effect of the Combination in relation to your DBP Award.

Yours faithfully



Matthew Crummack
For and on behalf of GoCo Group plc

Yours faithfully



Zillah Byng-Thorne
For and on behalf of Future plc

Appendix A

Expected timeline of principal events

The dates given below are indicative only and are based on GoCo Group's and Future's current expectations and may be subject to change.

Date	Event
14 January 2021	GoCo Group Shareholder meeting to approve the Scheme
Day D (the expected date of the Court Order)	All unvested DBP Awards vest in full
Day D + 1 Business Day (the expected date of Completion)	All GoCo Group Shares are transferred to Future
Day D + 45 days	Latest date by which you are expected to receive the consideration (less any necessary withholdings) for any GoCo Group Shares you acquired in connection with the Combination, as part of the first practicable payroll run after Completion

Appendix B

A brief explanation of some definitions

“Announcement” means the announcement by Future of a firm intention to make an offer for GoCo Group dated 25 October 2020;

“Business Day” means a day (other than a Saturday, Sunday or public or bank holiday) on which clearing banks in London are generally open for normal business;

“Closing Price” means the closing middle market quotation of a GoCo Group Share as derived from the Daily Official List of the London Stock Exchange;

“Completion” means the date on which the Combination completes. In other words, the Scheme becomes effective in accordance with its terms;

“Court” means the High Court of Justice in England and Wales;

“Court Order” means the order of the Court sanctioning the Scheme;

“DBP” means the GoCo Group Deferred Bonus Plan adopted on 10 October 2016, as amended;

“DBP Award” mean a conditional share award over GoCo Group Shares granted under the DBP;

“EBT Trustee” means Equiniti Trust (Jersey) Limited, the independent trustee of GoCo Group’s employee benefit trust;

“Future Directors” means the directors of Future as at the date of this Letter;

“Future Shareholders” means holders of Future Shares;

“Future Shares” means ordinary shares in the capital of Future;

“GoCo Group Shareholders” means holders of GoCo Group Shares;

“GoCo Group Shares” means ordinary shares in the capital of GoCo Group;

“HMRC” means HM Revenue & Customs;

“Independent GoCo Group Directors” means the independent directors of GoCo Group as at the date of this Letter;

“Instruction Form” means the instruction form relating to your DBP Award enclosed with this Letter as Appendix D;

“Last Practicable Date” means 10 December 2020, the last practicable date prior to the publication of the Scheme Circular;

“Scheme” means the procedure by which Future will become the holder of the entire issued and to be issued ordinary share capital of GoCo Group;

“Scheme Circular” means the circular dated 14 December 2020 sent by GoCo Group to GoCo Group Shareholders of which the Scheme forms part;

“Scheme Document” means the document setting out the terms of the Scheme dated 14 December 2020 sent to GoCo Group Shareholders; and

“Tax Liability” means any income tax and/or employee’s National Insurance contributions you are liable to pay on your Award and which GoCo Group is required to deliver to HMRC under PAYE.

Appendix C

Tax summary

This Appendix contains a brief summary of the main UK tax implications of the delivery of GoCo Group Shares to you following the vesting of your DBP Award. The summary is based on existing law and what GoCo Group understands to be current HMRC practice as at 14 December 2020. The summary is intended as a general guide only and applies only to participants resident for tax purposes in the UK throughout the time between the date on which their DBP Award was granted and the date on which GoCo Group Shares are delivered to them following vesting. It does not constitute financial or tax advice to any individual participant. If you are in any doubt about your tax position, or you are a resident or otherwise subject to tax in a jurisdiction outside the UK and in particular if your tax residency has changed during the period between grant and vesting, you should consult your own tax adviser immediately. You should also remember that tax law can and often does change and you should not necessarily assume that the current tax position will continue.

Delivery of GoCo Group Shares following vesting

Following vesting of your DBP Award, GoCo Group Shares will be delivered to you. You will be subject to income tax and employee's National Insurance contributions (the "**Tax Liability**") on the market value of those GoCo Group Shares on delivery. While we do not know what the market value will be, in order to plan ahead, you may find it useful to note (and to share with your tax adviser) that under the Combination Future is offering 33 pence in cash plus 0.052497 Future Shares for each GoCo Group Share.

Income tax rates are 20% for basic rate taxpayers, 40% for higher rate taxpayers and 45% for additional rate taxpayers. Employee's National Insurance contributions rates are 12% of earnings between £183 and £962 per week and 2% of earnings above £962 per week.

GoCo Group is required to withhold the Tax Liability due in respect of your DBP Award under PAYE. To the extent the cash portion of your consideration from the Combination is insufficient to meet your Tax Liability, arrangements will be put in place to sell a sufficient number of the Future Shares that you acquire in respect of your GoCo Group Shares to fund the balance of your Tax Liability.

Transfer of GoCo Group Shares

No capital gains tax ("**CGT**") is expected to arise on the transfer of your GoCo Group Shares to Future because you will have paid the Tax Liability and the amount on which you paid income tax is the base cost of those GoCo Group Shares.

On any future disposal of any Future Shares that you elect to retain, the excess of the sale proceeds over the aggregate base cost of those Future Shares may be subject to CGT to the extent that excess exceeds your annual exemption in the relevant tax year. For the tax year ending 5 April 2021, the annual exemption is £12,300. The base cost of the Future Shares you acquire in respect of your GoCo Group Shares will normally be equal to their market value on Completion. However, you should note that for CGT purposes there are share identification rules that determine which of your shares you are deemed to have disposed of. Accordingly, your base cost for CGT purposes may be different (and a smaller or larger chargeable gain may arise) than you expect if you already hold GoCo Group Shares acquired at different times and/or you acquire GoCo Group Shares under other GoCo Group share options or awards on or following the Combination.

CGT is payable directly by you to HMRC under self-assessment. Capital gains tax is chargeable at a rate of 10% for basic rate taxpayers and 20% for higher and additional rate taxpayers.

Appendix D

Instruction Form

GoCo Group 2016 Deferred Bonus Plan (“DBP”)

Capitalised terms not defined in this Appendix D will have the same meanings as set out for them in the letter sent by GoCo Group plc (“**GoCo Group**”) and Future plc (“**Future**”) dated 14 December 2020.

I understand and agree that:

- 1) my DBP Award will vest in connection with the Scheme and will be satisfied by the issue of new GoCo Group Shares on or as soon as reasonably practicable after Completion;
- 2) any such GoCo Group Shares will be issued to the EBT Trustee to hold as my nominee until such time as they are transferred to Future in accordance with GoCo Group’s articles of association in exchange for the consideration (in the form of cash and Future Shares) referred to in the Scheme Document;
- 3) I have read and understood this Instruction Form and reviewed the Scheme Document and irrevocably authorise GoCo Group and the EBT Trustee to carry out my instructions set out in this Instruction Form;
- 4) if I am required to request permission to deal in GoCo Group Shares or Future Shares under GoCo Group’s share dealing policy, I hereby request such clearance to deal in accordance with the instructions set out in this Instruction Form;
- 5) if my DBP Award has lapsed or lapses before the date of the Court Order, completion of this Instruction Form will be of no effect in respect of that DBP Award;
- 6) I have no further claims in respect of my DBP Award following receipt of the cash and Future Shares that I receive in exchange for the GoCo Group Shares that I acquire on the vesting of my DBP Award in accordance with this Instruction Form;
- 7) neither GoCo Group nor Future will be responsible for any consequential loss in the event of the Instruction Form being incorrectly completed or where either of them has been unable to obtain clarification of my instructions;
- 8) neither Future nor GoCo Group nor any of their subsidiaries, directors or employees has given me any financial or tax advice; and
- 9) if the Court Order is not made for any reason, my DBP Award will not vest and will continue to subsist subject to the DBP rules.

I also understand and agree that the cash consideration of 33 pence per GoCo Group Share that the EBT Trustee receives on my behalf for the GoCo Group Shares I acquire on the vesting of my DBP Award (the “**Cash Consideration**”) will be transferred to GoCo Group to discharge the income tax and employee’s National Insurance contributions liability that I incur on the vesting of my DBP Award and which GoCo Group is required to withhold under PAYE (the “**Tax Liability**”) and to pay any excess to me.

To the extent that the Cash Consideration is insufficient to discharge the Tax Liability in full, I hereby irrevocably authorise GoCo Group and the EBT Trustee to procure the sale of sufficient of my Future Shares at the prevailing share price which will, in the opinion of the GoCo Group Company Secretary, when aggregated with the Cash Consideration, be enough to discharge the Tax Liability and any dealing costs or broker’s commission incurred in connection with that sale (the “**Employee Costs**”).



As regards the **balance** of my Future Shares (**TICK ONE BOX**):

I hereby irrevocably authorise GoCo Group and the EBT Trustee to (**tick one box**):

CHOICE 1: (*If you want to keep your Future Shares, less any Future Shares sold to discharge any Tax Liability*)

issue to me a share certificate for the balance of those Future Shares.

OR

CHOICE 2: (*If you do not want to keep any Future Shares*)

sell those Future Shares and to pay the sale proceeds of my Future Shares less Employee Costs to me as soon as reasonably practicable.

I understand that any sale of my Future Shares will be undertaken by a broker chosen by the EBT Trustee (with the agreement of GoCo Group and Future) and that there is no guarantee of the price which I may receive on the sale of any Future Shares.

I understand that, as only a whole number of Future Shares can be sold, the sale of Future Shares on my behalf may give rise to a residual cash sum, which will normally be less than the price of one Future Share. I wish any such residual sum to be paid to:

(**tick one box**):

CHOICE A: a registered charity selected by the GoCo Group Company Secretary

OR

CHOICE B: me

I understand that:

- 1) any cash payable to me after the deduction of my Tax Liability and the Employee Costs will be paid into the bank account used by GoCo Group for my most recent salary payment before the vesting of my DBP Award; and
- 2) if I have ticked the box for Choice 1 above, any Future Shares acquired in respect of my GoCo Group Shares acquired under my Award (other than those Future Shares sold to discharge my Tax Liability and the Employee Costs) will be registered in my name and a share certificate will be issued in due course.

COMPLETE IN BLOCK CAPITALS:

Employee name:

Employee address:

Unique Reference Number:

Work telephone number:

Email address:

Signature

Print name

Date

The release, publication and distribution of this Letter (in whole or in part) in or into or from jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this Letter comes should inform themselves about and observe any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction.

Morgan Stanley, which is authorised and regulated in the UK by the Financial Conduct Authority (“**FCA**”), is acting exclusively for GoCo Group and for no one else in connection with the matters described in this Letter and is not advising any other person and, accordingly, will not be responsible to anyone other than GoCo Group for providing the protections afforded to clients of Morgan Stanley nor for providing advice in relation to the matters described in this Letter.

Peel Hunt, which is authorised and regulated in the UK by the FCA, is acting exclusively for GoCo Group and for no one else in connection with the matters described in this Letter and is not acting for any other person and, accordingly, will not be responsible to anyone other than GoCo Group for providing the protections afforded to clients of Peel Hunt.

Goldman Sachs International, which is authorised by the Prudential Regulation Authority (“**PRA**”) and regulated by the FCA and the PRA in the United Kingdom, is acting exclusively for Future and no one else in connection with the matters referred to in this Letter and will not be responsible to anyone other than Future for providing the protections afforded to clients of Goldman Sachs International, or for providing advice in relation to the matters referred to in this Letter.

Numis Securities Limited, which is authorised and regulated in the UK by the FCA, is acting exclusively for Future and no one else in connection with the matters described in this Letter and is not advising any other person and, accordingly, will not be responsible to anyone other than Future for providing the protections afforded to clients of Numis Securities Limited nor for providing advice in relation to the matters described in this Letter.

This Letter does not constitute, and may not be used for the purposes of, an offer to sell or an invitation or the solicitation of an offer to subscribe for or buy, any securities by any person in any jurisdiction (a) in which such offer or invitation is not authorised, (b) in which the person making such offer or invitation is not qualified to do so, or (c) in which, or to any person to whom, it is unlawful to make such offer, solicitation or invitation or where the making of such offer, solicitation or invitation would impose any unfulfilled registration, qualification, publication or approval requirements on GoCo Group, Future or any of their respective directors, officers, agents, affiliates and advisers. No action has been taken nor will be taken in any jurisdiction by any such person that would permit a public offering of any securities in any jurisdiction where action for that purpose is required, nor has any such action been taken with respect to the possession or distribution of this Letter other than in any jurisdiction where action for that purpose is required. Neither GoCo Group nor Future nor their respective directors, officers, agents, affiliates or advisers accept any responsibility for any violation of any of these restrictions by any other person.

The Independent GoCo Group Directors, whose names are set out in the Scheme Document, accept responsibility for the information contained in this Letter (including, without limitation, all information in respect of GoCo Group which had been incorporated by reference in this Letter), except for that information for which the Future Directors accept responsibility. To the best of the knowledge and belief of the Independent GoCo Group Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Letter for which it is responsible is in accordance with the facts and does not omit anything likely to affect the import of such information. Zillah Byng-Thorne has not participated in the appraisal of the Combination by the Independent GoCo Group Directors or the decision of the Independent GoCo Group Directors to recommend the Combination to GoCo Group Shareholders, as a result of the conflict of interests arising from her position as Chief Executive Officer of Future.

The Future Directors, whose names are set out in the Scheme Document, accept responsibility for the information contained in this Letter relating to Future (including, without limitation, all information in respect to Future which has been incorporated by reference in this Letter) and the Future Directors, their respective immediate families, related trusts and other connected persons and persons acting in concert with Future. To the best of the knowledge and belief of the Future 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.

A copy of this Letter will be available to view, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Future's website at www.futureplc.com and GoCo Group's website at www.gocogroup.com.