

## NOTICE OF ANNUAL GENERAL MEETING 2021

JUPITER FUND MANAGEMENT PLC

# NOTICE OF ANNUAL GENERAL MEETING

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## This document is important and requires your immediate attention

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the actions you should take, you are advised to seek advice immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your ordinary shares in Jupiter Fund Management plc (the 'Company'), please pass this document to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

You are strongly encouraged to submit a proxy vote in advance of the Annual General Meeting in accordance with the voting instructions on page 2. The proxy must be submitted, or in the case of a paper proxy signed, completed and returned so as to reach the Company's Registrars, Link Group, by no later than 11.00am on 4 May 2021.

This communication has been sent to certain beneficial owners of shares that have been nominated by their registered holders to enjoy information rights in accordance with section 146 of the Companies Act 2006. Such persons are advised that, in order to vote at the forthcoming Annual General Meeting, they must issue an instruction to the registered holder of their shares. The Company may only accept instructions from registered holders of its shares and it would therefore be unable to act upon any instructions received from their nominated persons.

## LETTER FROM THE CHAIRMAN

#### Dear Shareholder

I am pleased to be writing to you with details of the Annual General Meeting (the 'AGM') of Jupiter Fund Management plc (the 'Company').

The AGM will be held at 11.00am on 6 May 2021 at the Company's registered office which is The Zig Zag Building, 70 Victoria Street, London, SW1E 6SQ. The Notice of AGM is set out on pages 3 and 4 of this document and an explanation of the resolutions to be considered can be found on pages 5 to 7.

#### Coronavirus (Covid-19)

The AGM is an important event in the Company's corporate calendar and provides an opportunity to engage with shareholders and for shareholders to pass the necessary resolutions for the conduct of the business and affairs of the Company. Whilst we had hoped to be able to welcome you to the AGM this year, that, unfortunately, does not look to be possible and once again it has been necessary to make changes to how we usually hold and conduct the AGM.

The health and well-being of our colleagues, shareholders and the wider community in which we operate is of paramount importance to us. As announced by the UK Government when setting out the roadmap to easing lockdown restrictions in England on 22 February 2021, the current prohibition on non-essential travel and public gatherings will remain in place until after the date of the AGM. Regrettably therefore, this year's AGM will need to be run as a closed meeting and it will not be possible for shareholders to attend in person. You are strongly encouraged to appoint a proxy in advance of the meeting utilising one of the methods detailed below. If you appoint the Chairman of the meeting as your proxy, this will ensure your votes are cast in accordance with your wishes. The Board will keep the situation under review and may make further changes to allow shareholder attendance, if the UK Government's guidance and restrictions permit this at the time of the AGM, however we believe this is currently unlikely.

The Company's Articles of Association do not currently enable us to hold virtual or hybrid general meetings. However, we are committed to ensuring that shareholders can exercise their right to vote and ask questions related to the business of the AGM.

As we did last year, we are proposing to hold a shareholder webinar in advance of the AGM. This will enable shareholders to hear the presentations which would have been provided at the AGM, and ask questions directly to the Board. Importantly, by holding the webinar in advance of the AGM, shareholders will be able to engage with the Board before they are required to submit their proxy votes.

The shareholder engagement webinar will be held on 22 April 2021 at 4pm. You can register for the webinar on the shareholder information section of our website www.jupiteram.com.

In addition to asking questions at the webinar you can also submit questions to the Board in advance of the AGM via email to shareholderservices@jupiteram.com. Any such questions, provided they are received beforehand, will be raised on the shareholder engagement webinar and a response to all questions received will be emailed to the shareholder directly. Frequently asked questions will be also be placed on the Company's website.

In light of the potential for the Covid-19 situation in the United Kingdom to change rapidly, you should continue to monitor and act in accordance with guidance issued by the UK Government and relevant health authorities. You should also continue to monitor the Company's website and announcements for any updates in relation to the AGM arrangements that may need to be provided.

#### **Final Dividend**

In recent years the Company has declared an interim dividend as the full year dividend to enable the prompt payment to shareholders of both the full year dividend and any special dividend. In accordance with evolving governance practices, we are declaring the full year dividend as a final dividend which is subject to shareholder approval at the AGM.

The Board is recommending a final dividend for the year ended 31 December 2020 of 9.2 pence per share (2019: 9.2 pence per share), which is subject to shareholder approval. In addition the Board have declared a special dividend of 3.0p per share. If approved by shareholders at the AGM, the final dividend for the year ended 31 December 2020 and the special dividend will be paid on 14 May 2021 to shareholders on the register at 16 April 2021.

#### **Directors' Remuneration Policy**

This year we are seeking approval of a new Directors' Remuneration Policy, in-line with the requirement to adopt a new policy every three-years. Full details of the proposed policy are provided in the 2020 Directors' remuneration report.

#### **Directors**

Chris Parkin joined the Board as a Non-Executive Director on 2 July 2020, as a nominee of TA Associates who became a major shareholder of the Company following the acquisition of Merian. Chris will be standing for election by shareholders for the first time at this year's AGM. Chris brings a wealth of experience in the asset management sector and further information on the strengths he brings to the Board can be found in his biography on page 8.

We have previously announced that Edward Bonham Carter and Jonathon Bond have decided not to seek re-election at the 2021 AGM. Edward has dedicated 26 years' service to Jupiter and has been instrumental in the Company's success. We are delighted Edward will continue with Jupiter in his new role as Director of Stewardship and Corporate Responsibility. Jonathon has served on the Board for over six years and has provided me with much support since my appointment in March last year. I would like to thank both Edward and Jonathan on behalf of the Board and shareholders for their significant contribution to the Company. All other Directors will be seeking re-election.

The Nomination Committee has reviewed the performance and commitment of each director standing for election or re-election and the Board accordingly recommends their continued appointment. The biographies of all the Directors seeking election or re-election at the AGM are set out on pages 8 and 9 of this Notice of AGM.

#### I FTTER FROM THE CHAIRMAN

#### **Articles of Association**

Given the impact that the Covid-19 crisis has had on holding shareholder meetings, the Company has taken the opportunity to amend its Articles of Association to enable it to hold hybrid general meetings. This will enable us to hold a shareholder meeting in a physical location, whilst also enabling shareholders to attend and vote electronically if they prefer to do so. We have also taken the opportunity to make some minor updates to the Articles of Association and further details about the proposed changes are set out in the Appendix to the Notice of AGM on page 12.

#### 2020 AGM voting update

At the 2020 AGM there was a significant minority of votes cast against the re-election of Karl Sternberg. In accordance with governance requirements, we have engaged with shareholders and published a statement on the outcome of this engagement, which is available on our website. The vote result is driven primarily by the votes of our largest shareholder who have a very stringent policy on directors' external time commitments.

The Nomination Committee carefully monitors each Director's external commitments as detailed in the Annual Report and the Board believes Karl has continually demonstrated his ability to devote sufficient time to the Company. This has been particularly apparent throughout 2020 when a large number of additional meetings were required and Karl had a 100% attendance record at all Board and Committee meetings. In addition, since the last AGM Karl has announced his intention to step down from Lowland Investment Company plc and Alliance Trust PLC during 2021. The Board strongly recommends Karl's re-election as a Non-Executive Director.

#### **Shareholder communications**

This Notice of AGM and the Annual Report and Accounts are published on the Company's website at www.jupiteram.com. Reducing the number of communications sent by post not only results in cost savings for the Company, but also reduces the impact that the printing and distribution of documents has on the environment. If you have consented to receive these documents by website publication, you will continue to be notified each time the Company places a statutory communication on its website.

#### Voting

Your vote is important to us and we strongly encourage you to vote by proxy in advance of the meeting utilising one of the methods below. This is even more important given the current circumstances and impact of Coronavirus, as shareholders will not be able to attend the AGM to vote in person. If you appoint the Chairman of the meeting as your proxy, this will ensure your votes are cast in accordance with your wishes. As in previous years, we are not distributing hard copies of the proxy form but are requesting that shareholders vote by:

- completing the online form of proxy by logging on to www.signalshares.com and selecting Jupiter Fund Management plc. If you have not yet registered with www.signalshares.com you will need your investor code (IVC), which is detailed on your share certificate or is available by calling our registrars, Link Group ('Link'), on +44 (0)371 664 03001;
- requesting a hard copy proxy form from Link on the telephone number shown above and returning the completed form to the address shown on the form;

- in the case of CREST members, using the CREST electronic proxy service in accordance with the procedures set out on page 10; or
- for institutional investors you may also be able to appoint a proxy electronically via the Proxymity platform in accordance with the procedures set out on page 10.

Your vote should be returned, so as to be received by Link, as soon as possible and, in any event, no later than 11.00am on 4 May 2021, or not less than 48 hours before the time of the holding of any adjourned meeting.

In line with best practice, we intend to take all resolutions on a poll at the meeting. On a poll each shareholder has one vote for each share held. Following the conclusion of the meeting the results of the voting will be notified to the London Stock Exchange and posted on the Company's website as soon as practicable thereafter.

#### Recommendation

The Board considers that all the resolutions, as set out in this Notice of AGM, are in the best interests of the Company and its shareholders as a whole. The Board unanimously recommends that you vote in favour of all the resolutions, as the Directors intend to do in respect of their own beneficial holdings.

The Board would like to thank all shareholders for their continued support and wish them well during this challenging time. We look forward to seeing you again in person once it is safe to do so.

Yours sincerely,

**Nichola Pease**, Chairman 18 March 2021

<sup>1</sup> Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00-17:30, Monday to Friday excluding public holidays in England and Wales. You can also contact the registrar by email at enquiries@linkgroup.co.uk.

## NOTICE OF ANNUAL GENERAL MEETING

#### Ordinary Resolutions

Notice is hereby given that the Annual General Meeting (the 'AGM') of Jupiter Fund Management plc (the 'Company') will be held at 11.00am on 6 May 2021 at The Zig Zag Building, 70 Victoria Street, London, SWIE 6SO.

Shareholders will be asked to consider and, if thought fit, pass the following resolutions.

Resolutions 1 to 15 will be proposed as ordinary resolutions. Resolutions 16 to 19 will be proposed as special resolutions.

#### Annual report and accounts

 To receive the report of the Directors and the Accounts of the Company for the year ended 31 December 2020, together with the report of the auditors thereon.

#### **Annual remuneration report**

2. To approve the Annual Remuneration Report for the year ended 31 December 2020, as set out on pages 94 to 114 of the Company's Annual Report and Accounts for the year ended 31 December 2020.

#### **Directors' Remuneration Policy**

 To approve the Directors' Remuneration Policy to take effect from the conclusion of the AGM as set out on pages 84 to 93 of the Annual Report and Accounts for the year ended 31 December 2020.

#### Final dividend

4. To declare a final dividend of 9.2 pence per ordinary share for the year ended 31 December 2020 to be paid on 14 May 2021 to all ordinary shareholders on the Register of Members at the close of business on 16 April 2021.

#### Election and re-election of Directors

- 5. To elect Chris Parkin as a Director.
- 6. To re-elect Andrew Formica as a Director.
- 7. To re-elect Wayne Mepham as a Director.
- 8. To re-elect Nichola Pease as a Director.
- 9. To re-elect Karl Sternberg as a Director.
- 10. To re-elect Polly Williams as a Director.
- 11. To re-elect Roger Yates as a Director.

## Re-appointment of the auditors and auditors' remuneration

- 12. To re-appoint PricewaterhouseCoopers LLP ('PwC') as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid before the meeting.
- To authorise the Audit and Risk Committee, acting for and on behalf of the Board, to set the remuneration of the auditors.

#### Authority to allot shares

14. In substitution for all subsisting authorities conferred at the 2020 AGM of the Company, to the extent unused, to authorise the Directors, pursuant to section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into shares in the Company up to an aggregate nominal amount of £3,687,071.

The authority conferred on the Directors shall expire at the conclusion of the next AGM of the Company after the date of the passing of this resolution or at the close of business on 30 June 2022, whichever is the earlier, except that under this authority the Company may, at any time before such expiry, make offers or enter into agreements which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such offers or agreements as if the authority conferred hereby had not

#### **Political donations**

- 15. In accordance with sections 366 and 367 of the Companies Act 2006 (the 'Act'), the Company and all companies that are or become subsidiaries of the Company at any time during the period for which this resolution is effective be and are hereby authorised to:
  - (a) make political donations to political parties and/or independent election candidates;
  - (b) make political donations to political organisations other than political parties; and/or
  - (c) to incur political expenditure

in respect of each authorisation referred to under paragraphs (a), (b) and (c), up to a maximum amount of £100,000 and in respect of all such authorisations up to an aggregate amount of £100,000 in each case during the period beginning with the date of the passing of this resolution and ending at the conclusion of the next AGM of the Company after the passing of this resolution or at the close of business on 30 June 2022, whichever is the earlier. The maximum amounts referred to in this paragraph may comprise sums in different currencies, which shall be converted at such rate as the Board may in its absolute discretion determine to be appropriate. For the purposes of this resolution, the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' shall have the meanings given to them in sections 363 to 365 of the Act.

#### Special Resolutions

#### Disapplication of pre-emption rights

- 16. Subject to the passing of resolution 14. and in substitution for all subsisting authorities conferred at the 2020 AGM of the Company, to the extent unused, the Directors be authorised, pursuant to section 570 and section 573 of the Companies Act 2006 (the 'Act'), to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority of the Directors conferred by resolution 14, and/or by way of a sale of treasury shares for cash, in each case as if section 561(1) of the Act did not apply to such allotment or sale, provided that the authority conferred by this resolution shall be limited:
  - (a) to the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of equity securities:
    - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings;
    - (ii) to holders of other equity securities as required by the rights of those securities; or
    - (iii) as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter; and

(b) to the allotment of equity securities pursuant to the authority granted by resolution 14 and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (a) of this resolution 16) up to an aggregate nominal value equal to £553,061:

and unless previously revoked, varied or extended, this authority shall expire at the conclusion of the next AGM of the Company after the date of the passing of this resolution or at the close of business on 30 June 2022, whichever is the earlier, except that the Company may, before the expiry of this authority, make offers or enter into agreements which would or might require equity securities to be allotted (and/or treasury shares to be sold) after such expiry and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority conferred hereby had not expired.

## Authority for the company to purchase its own shares

- 17. That the Company be and is hereby generally and unconditionally authorised, for the purposes of section 701 of the Companies Act 2006 (the 'Act'), to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 2 pence each in the capital of the Company ('ordinary shares') on such terms and in such manner as the Directors may from time to time determine, provided that:
  - (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 55,306,074;
  - (b) the minimum price (exclusive of expenses) that may be paid for an ordinary share is 2 pence;
  - (c) the maximum price (exclusive of expenses) that may be paid for an ordinary share is the higher of (i) an amount equal to 105 per cent. of the average of the middle market quotations for an ordinary share (as derived from the Daily Official List of the London Stock Exchange) for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share, on the trading venues where the purchase is carried out:

- (d) the authority conferred hereby shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or at the close of business on 30 June 2022, whichever is the earlier, unless previously revoked, varied or renewed by the Company in general meeting prior to such time; and
- (e) the Company may at any time prior to the expiry of such authority enter into a contract or contracts under which a purchase of ordinary shares under such authority will or may be completed or executed wholly or partly after the expiration of such authority and the Company may purchase ordinary shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

#### Notice periods for general meetings

18. The Directors be authorised to call a general meeting of the Company, (other than an AGM), on not less than 14 clear days' notice.

### Adoption of new Articles of Association

19. That the Articles of Association as produced to the meeting and initialled by the Chairman for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

By order of the Board

**Lisa Daniels**, Company Secretary 18 March 2021

Registered Office: The Zig Zag Building, 70 Victoria Street, London, SW1E 6SQ

## EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

#### Approval of resolutions

Each of the resolutions set out in this Notice of AGM will be voted on a poll. Resolutions 1 to 15 are proposed as ordinary resolutions and are determined by a majority of votes cast (in person or by proxy). Resolutions 16 to 19 are proposed as special resolutions and therefore require 75% or more of votes cast (in person or by proxy) to be in favour for them to be passed.

#### Ordinary resolutions

Annual report and accounts (Resolution 1) The Directors of the Company are required to present to the shareholders at the AGM the Annual Report and Accounts for the year ended 31 December 2020 together with the Directors' and auditors' reports (the 'Annual Report').

## Annual remuneration report (Resolution 2)

Resolution 2 seeks approval of the annual report on remuneration for the year ended 31 December 2020, which is set out on pages 94 to 114 of the Company's Annual Report. The vote on the Annual Report on Remuneration is advisory and therefore does not directly affect the remuneration paid to any Director.

The auditors have audited those parts of the Directors' Remuneration Report required to be audited and their report can be found on pages 162 to 170 of the Annual Report.

## Director's Remuneration Policy (Resolution 3)

This resolution seeks approval, on a binding basis, of the 2021 Directors' Remuneration Policy as set out on pages 84 to 93 of the Company's Annual Report. If this resolution is approved, the 2021 Directors' Remuneration Policy will remain in effect (unless further altered and approved by shareholders) for three years. Once the 2021 Directors' Remuneration Policy is approved, the Company will only be able to make a remuneration payment to a current or prospective director, or a payment for loss of office to a current or past director, if that payment is either consistent with the Directors' Remuneration Policy or, if it is inconsistent with the Directors' Remuneration Policy, is approved by a separate resolution of the shareholders.

The 2021 Directors' Remuneration Policy reflects feedback from shareholders and ensures the remuneration arrangements support our business strategy and reflect regulatory requirements. Key changes in the new policy and the rationale for those changes are set out in the Chairman of the Remuneration Committee's Statement on pages 80 to 82 of the Company's Annual Report.

#### Final dividend (Resolution 4)

Resolution 4 seeks approval for the payment of a final dividend of 9.2 pence per ordinary share for the year ended 31 December 2020 to be paid on 14 May 2021 to all ordinary shareholders on the Register of Members at the close of business on 16 April 2021.

## Election and re-election of Directors (Resolutions 5 to 11)

The Company's Articles of Association require that any Director appointed by the Board since the Company's last AGM must seek election by shareholders at the next AGM. Accordingly, Chris Parkin, who joined the Board on 2 July 2020, is standing for election by shareholders. All other Directors are offering themselves for re-election by shareholders at the AGM.

Chris Parkin is not considered independent by the Board as he is a representative of one of the Company's major shareholders. With this exception the Board has determined that, in its judgement, all of the other Non-Executive Directors being proposed for re-election meet the independence criteria prescribed in the UK Corporate Governance Code and all are found to be independent in character and judgement.

The resolutions relating to the election or re-election of the Directors are proposed as separate resolutions numbered 5 to 11. The performance of the Board as a whole, as well as the contribution made by each individual Director, has been formally evaluated by an external independent Board evaluator during the course of 2020. After considering this evaluation, the Chairman and the Senior Independent Director, believe that each of the Directors standing for re-election is performing effectively and each demonstrates commitment to their role and that their respective skills and experience enhance the overall operation of the Board.

Biographical details of each of the Directors standing for election or re-election and the key strengths they bring to the Company are set out on pages 8 and 9 of this Notice of AGM. This includes a summary of the skills, experience and contribution of each such Director, and illustrates why each Director's contribution is, and continues to be important, to the Company's long term sustainable success.

## Re-appointment of auditors and auditors' remuneration (Resolutions 12 and 13)

PwC are currently appointed as the auditors of the Company. The Company is required to appoint the auditors at each general meeting at which accounts are presented to shareholders to hold office until the next such meeting. PwC have indicated their willingness to continue in office and the Board, on the recommendation of the Audit and Risk Committee, is proposing to shareholders the re-appointment of PwC as auditors.

Accordingly, resolution 12 proposes the re-appointment of PwC as the Company's auditors to hold office until the conclusion of the next general meeting of the Company at which accounts are laid before the meeting.

Resolution 13 seeks the authority for the Board's Audit and Risk Committee to set the auditors' remuneration for 2021. Under the Competition and Markets Authority's Statutory Audit Services Order, the Audit Committee has specific responsibility for negotiating and agreeing the statutory audit fee for and on behalf of the Board.

PwC have been the statutory auditors of Jupiter Fund Management plc and its subsidiary companies since 2007, having periodically rotated the lead audit partner. A tender for the Company's audit services was conducted during 2014 and following a comprehensive and robust process the Audit and Risk Committee recommended to the Board that PwC remained the most suitable firm to serve the Group as auditors. The Company intends to commence a formal tender exercise for the external audit services in the second half of 2021 and, due to their length of tenure, PwC will not participate in this process.

## EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

It is proposed the new audit firm will be engaged in respect of the financial year ending 31 December 2023. The Audit and Risk Committee monitors and assesses the independence and performance of the auditors throughout the year and has implemented policies to help safeguard their independence. The Audit and Risk Committee has confirmed the auditors' continued independence and recommends their reappointment. Further information on the proposed external audit tender and the work of the Audit and Risk Committee's oversight of PwC can be found in the Annual Report on page 77.

#### Authority to allot shares (Resolution 14)

The Directors are seeking authority to allot ordinary shares (including any held in treasury) or grant rights to subscribe for or to convert any securities into ordinary shares without restriction up to an aggregate nominal amount equal to £3,687,071 (representing 184,353,580 ordinary shares). This amount represents approximately one-third of the Company's current issued share capital as at 16 March 2021 (the latest practicable date before the publication of this Notice of AGM). This authority will expire at the close of business on 30 June 2022 or at the conclusion of the Company's AGM in 2022, if earlier.

The Directors intend to seek to renew such authority at each AGM.

The Directors have no present intention of exercising the authority set out in resolution 14 but wish to maintain flexibility in the capital management of the Group.

As at 16 March 2021, being the latest practicable date before the publication of this Notice of AGM, the Company holds no ordinary shares in treasury.

#### Political donations (Resolution 15)

This resolution seeks authority for the Company and its subsidiaries to make political donations up to an aggregate amount of £100,000. Part 14 of the Companies Act 2006 (the 'Act') provides that political donations made by a company to political parties, to other political organisations and to independent election candidates, or political expenditure incurred by a company, must be authorised in advance by shareholders.

It is not the policy of the Company to make political donations of the type caught by these provisions and the Directors have no intention of changing this policy. However, as a result of the wide definitions in the Act, it is possible that normal expenditure such as expenditure on organisations concerned with matters of public policy, law reform and representation of the business community and business activities (such as communicating with the Government and political parties at local, national and European level), might be construed as political expenditure or as a donation to a political party or other political organisation and fall within the restrictions of the Act.

This resolution does not purport to authorise any particular donation or expenditure but is expressed in general terms as required by the Act and is intended to authorise normal donations and expenditure. If passed, resolution 15 would ensure that the Company and its subsidiaries act within the provisions of current UK company law and best practice when carrying out activities of the type covered by the Act. If given, this authority will expire at the close of business on 30 June 2022 or at the conclusion of the AGM of the Company in 2022, if earlier.

#### Special resolutions

Disapplication of pre-emption rights (Resolution 16)

If the Directors wish to exercise the authority under resolution 14 and offer ordinary shares (or sell any ordinary shares which the Company may purchase and elect to hold as treasury shares) for cash, the Act requires that, unless shareholders have given specific authority for the waiver of their statutory pre-emption rights, the newly issued shares must be offered first to existing shareholders in proportion to their existing shareholdings. In certain circumstances, it may be in the best interests of the Company to allot shares (or to grant rights over shares) for cash or sell any shares held in treasury for cash without first offering them to existing shareholders in proportion to their holdings.

Resolutions 14 and 16 will authorise the Directors to allot ordinary shares and/or sell any shares held in treasury, pursuant to the authority granted under resolution 14, (i) to existing shareholders on a pre-emptive basis by way of a rights issue (subject to certain exclusions), or by way of an open offer or other offer of securities (not being a rights issue) (subject to certain exclusions), in each case up to an aggregate nominal amount of £3,687,071 (representing 184,353,580 ordinary shares), which represents approximately one-third of the Company's current issued share capital as at 16 March 2021 (the latest practicable date before the publication of this Notice of AGM; and/or (ii) for cash, to persons other than existing shareholders up to an aggregate nominal value of £553,061 (corresponding to 27,653,037 ordinary shares), which represents approximately 5 per cent. of the Company's issued share capital as at 16 March 2021 (the latest practicable date before the publication of this Notice of AGM). This resolution also applies to the sale and re-issue of ordinary shares held as treasury shares by the Company. If given, this authority will expire at the conclusion of the AGM of the Company in 2022 or, at the close of business on 30 June 2022, whichever is the earlier. The Directors intend to seek to renew equivalent authorities at each AGM in accordance with current best practice.

The Directors confirm that they do not intend to issue shares representing more than 7.5 per cent. of the Company's issued share capital (excluding treasury shares) for cash on a non-pre-emptive basis in any rolling three-year period without prior consultation with shareholders. As noted above, the Directors have no present intention of using the authority to allot shares under resolution 14, and to date, this authority has not been used since the Company's listing in 2010.

The Directors consider the renewal of this authority appropriate in order to retain maximum flexibility to take advantage of business opportunities as they arise. The authority granted under resolution 16 follows the Pre-Emption Group's Statement of Principles and complies with the Pre-Emption Group's guidance. The Directors believe that the approval of this resolution is in the best interests of the Company.

## Authority for the company to purchase its own shares (Resolution 17)

This resolution renews the existing authority, which will expire at the conclusion of the AGM. In certain circumstances, it may be advantageous for the Company to purchase its own ordinary shares and this resolution seeks authority to enable the Company to make market purchases of up to 55,306,074 of its own shares (i.e. £1,106,121 in nominal value), representing approximately 10 per cent. of its issued share capital (excluding treasury shares) as at 16 March 2021 (the latest practicable date before the publication of this Notice of AGM). The resolution specifies the maximum and minimum prices at which shares may be bought, exclusive of expenses, reflecting the requirements of the Act and the Financial Conduct Authority's Listing Rules.

The authority will expire at the conclusion of the Company's AGM in 2022 or at the close of business on 30 June 2022, whichever is the earlier. The Board, however, intends to seek renewal of this authority at subsequent AGMs in accordance with current best practice. The Act allows the Company to hold its own shares in treasury following a buyback instead of having to cancel them. This enables the Company to re-issue treasury shares quickly and cost-effectively and provides the Company with additional flexibility in the management of its capital base. Such shares may be resold for cash, but all rights attaching to them, including voting rights and any right to receive dividends, are suspended while they are held in treasury.

Any ordinary shares purchased under the renewed authority will either be cancelled or held in treasury. The Directors will use this authority to purchase shares after taking into account market conditions, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. Further, the Directors will only purchase such shares after taking into account the effects on earnings per ordinary share and if such purchase is in the interests of shareholders generally. The Directors have no present intention of exercising the authority to purchase any of the Company's ordinary shares. The Directors do intend to consult with shareholders on the Company's future policy regarding returning capital to shareholders. The Company currently holds no ordinary shares in treasury.

## Notice period for general meetings (Resolution 18)

The Act requires companies to call general meetings on at least 21 clear days' notice unless shareholders have approved the calling of a general meeting at shorter notice. The Company wishes to retain the option of calling general meetings on 14 clear days' notice, with the exception of AGMs which will continue to be held on at least 21 clear days' notice. If the resolution is passed, the Company will continue to be able to call all general meetings (other than AGMs) on 14 clear days' notice. The resolution is valid until the Company's 2022 AGM or the close of business on 30 June 2022, whichever is the earlier. It is the intention of the Board to renew the authority at each AGM. The shorter notice period would not be used as a matter of routine, but only where flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole.

To provide shareholders with the ability to participate in voting as quickly and easily as possible the Company will offer the facility for shareholders to vote by electronic means.

## Adoption of new articles of association (Resolution 19)

The Company's articles of association have been updated to enable the Company to, among other things, hold general meetings, including annual general meetings, as 'hybrid' meetings. The Board will only exercise that right where it is determined that exceptional circumstances dictate. The opportunity has also been taken to make a limited number of updating and conforming changes to the Company's articles. The proposed new articles ('New Articles') and current articles ('Current Articles'), marked to show all the changes proposed, will be available for inspection at the AGM, if appropriate, and on the Company's website www.jupiteram.com. The changes being introduced in the New Articles are also summarised in further detail in the Appendix on page 12 of this Notice.

## DIRECTORS' BIOGRAPHIES



**1. Nichola Pease** Chairman



**5. Polly Williams** Independent Non-Executive Director



2. Andrew Formica
Chief Executive Officer



**6. Karl Sternberg**Independent Non-Executive Director



**3. Wayne Mepham** Chief Financial Officer



**7. Roger Yates**Independent Non-Executive Director



4. Chris Parkin
Non-Executive Director\*
\*Nominated representative of TA Associates.

#### 1. NICHOLA PEASE

#### Chairman

#### Appointed

Non-Executive Director and Chairman in March 2020

#### Key strengths

Nichola has over 35 years' experience in asset management, including at Chief Executive level, and the wider financial sector. With her extensive experience, Nichola brings strong leadership skills and a deep understanding of investment management to the Board.

#### **Previous appointments**

Nichola's most recent role was as an independent Non-Executive Director of Schroders PLC from September 2012 to November 2019, where she was also Chairman of the Remuneration Committee. She was previously the Chief Executive of JO Hambro Capital Management Ltd from 1998, until her appointment as Deputy Chairman in 2008. Her previous experience includes executive roles at Kleinwort Benson, Rowe Price-Fleming, Citibank and Smith New Court where she built the European broking business and subsequently joined the Board.

## **Current external appointments**Nichola is currently Chair of the I2020 Apprenticeship Scheme.

### 2. ANDREW FORMICA

Chief Executive Officer

#### Appointed

Chief Executive Officer in March 2019

#### Key strengths

Andrew has extensive experience with over 25 years in the investment management industry. He brings strong leadership skills and a deep strategic focus which enables him to lead the Group and implement the strategy effectively.

#### Previous appointments

Before joining Jupiter Andrew was CEO of Henderson Global Investors, becoming Co-Chief Executive of Janus Henderson on the merger with Janus Capital in 2017. During his time at Henderson and its predecessor businesses he held various roles including equity fund manager and head of equities.

#### Current external appointments

Andrew is currently a Non- Executive Director of Hammerson plc and of the Investment Association.

#### 3. WAYNE MEPHAM

#### Chief Financial Officer

#### Appointed

Chief Financial Officer in September 2019

#### Key strengths

Wayne brings a wide range of experience in the asset management and financial services sector, with particular expertise in technical accounting, regulation and commercial development. He effectively manages the Group's accounting, tax and treasury matters.

#### Previous appointments

Wayne began his career at
PricewaterhouseCoopers where
he progressed to lead audits in the
Insurance and Asset Management
practice. Prior to joining Jupiter, he
worked at Schroders PLC for nine years
and was responsible for the Global
Finance function as well as Procurement
and Investor Relations.

**Current external appointments**Wayne has no external appointments.

#### 4. CHRIS PARKIN

#### Non-Executive Director

#### Appointed

Non-Executive Director in July 2020

#### Key strengths

Chris has 15 years of experience in the private equity industry with a primary focus on financial services companies, particularly in fund management, wealth management and insurance, as well as on consumer facing business, including education services, consumer goods and retail. He brings detailed knowledge of the financial services sector and a client focus, together with significant experience of business transformation.

#### **Previous appointments**

Before joining TA Associates, Chris was an investment manager at Lazard Private Equity and prior to that he spent 7 years with Bain & Company in London and New York. Chris' previous Non-Executive Directorships include, amongst others, Söderberg & Partners, DNCA Finance, PhysIOL, Internationella Engelska Skolan and Hana Group. Chris also served on the Board of Jupiter Fund Management from 2007-2010 and Merian Global Investors until 2021.

#### Current external appointments

Chris is co-head of TA Associates' EMEA Services Group and is a Non-Executive Director of Inspired Education Holdings Limited, Biocomposites, Surfaces Group and Fairstone Group Ltd.

#### 5. POLLY WILLIAMS

## Independent Non-Executive Director

#### Appointed

Non-Executive Director in March 2015

#### Key strengths

Polly has a wealth of relevant experience, including roles with particular responsibility for audit and risk oversight, and is a chartered accountant. Previously, Polly was a Partner at KPMG, with responsibility for the Group Audit of HSBC Group plc. Polly has significant, recent and relevant financial experience which is invaluable in her role as Chairman of the Audit and Risk Committee. She actively engages with senior management outside of the Board meeting cycle.

#### **Previous appointments**

Polly's previous Non-Executive Directorships include TSB Banking Group plc, Worldspreads Group plc, APS Financial Limited, Z Group plc, National Counties Building Society (as Chairman), Scotiabank Ireland Limited and Daiwa Capital Markets Europe Limited.

#### Current external appointments

Polly is a Non-Executive Director of RBC Europe Limited and XP Power Limited and serves as a Trustee of the Guide Dogs for the Blind Association.

#### 6. KARL STERNBERG

## Independent Non-Executive Director

#### Appointed

Non-Executive Director in July 2016

#### Key strengths

Karl brings some 30 years' international experience in the investment industry, gained through both Executive and Non-Executive roles. Karl brings to the Board highly-valued expertise and knowledge of the investment industry, as well as a deep understanding of investment risk.

#### **Previous appointments**

Karl was a founding Partner of institutional asset manager Oxford Investment Partners, which was bought by Towers Watson in 2013. Prior to that, he held a number of positions at Morgan Grenfell/Deutsche Asset Management between 1992 and 2004, including Chief Investment Officer for London, Australia, Europe and the Asia Pacific. Since 2006 he has developed his Non-Executive Director career, with a focus on investment management and the investment trust sector in particular. From 2010 to 2015 he was a Non-Executive Director of Friends Life Group plc where he was Chairman of the Investment Oversight Committee.

Karl was Chairman of JPMorgan Income & Growth Investment Trust plc until November 2016.

#### Current external appointments

Karl is the Senior Independent Director of Alliance Trust PLC, Chairman of The Monks Investment Trust plc and a Non-Executive Director of Herald Investment Trust plc, Clipstone Logistics Reit plc, Lowland Investment Company plc, and JPMorgan Elect plc, all of which are investment trusts.

#### 7. ROGER YATES

## Senior Independent Director Designate

#### Appointed

Non-Executive Director in October 2017

#### Key strengths

Roger has considerable knowledge of the asset management business with over 30 years' experience in the industry having served as a Fund Manager, Senior Executive, Non-Executive Director and Chairman, Having led two global asset managers, Roger brings a significant understanding of the industry, international business strategy and management to the Board. His understanding of the asset management sector is particularly valued in his role of Chairman of the Remuneration Committee. Roger will become Jupiter's Senior Independent Director following the conclusion of the AGM.

#### **Previous appointments**

Roger started his career at GT
Management in 1981 and subsequently
held positions at Morgan Grenfell and
Invesco as Chief Investment Officer. He
was appointed Chief Executive Officer
of Henderson Group plc in 1999 and
led the company for a decade. Most
recently Roger was a Non-Executive
Director of IG Group Ltd, Chairman of
Electra Private Equity plc and Chairman
of Pioneer Global Asset Management
S.p.A. He was also a Non-Executive
Director of JPMorgan Elect plc from
2008 – 2018.

#### Current external appointments

Roger is the Senior Independent Director of St James's Place plc where he chairs the Remuneration Committee and the Senior Independent Director of Mitie Group plc.

### NOTES

#### 1. Appointment of proxies

Shareholders are able to appoint one or more proxies to exercise all or any of their rights to vote on the resolutions to be proposed at the AGM. However, noting the current Covid-19 situation and the current UK Government restrictions on non-essential travel and public gatherings, we strongly encourage shareholders to appoint a proxy in accordance with the procedures set out below in order to vote in advance of the AGM. Such a proxy need not also be a shareholder of the Company, however if you appoint the Chairman of the meeting as your proxy, this will ensure your votes are cast in accordance with your wishes given that, as a result of the current UK Government restrictions, any other person appointed as proxy will not be able to attend the meeting to vote in your place. More than one proxy may be appointed, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the shareholder. This year we are not distributing a hard copy of the proxy form unless specifically requested.

We are encouraging shareholders to vote electronically. Detailed below are the methods available to appoint a proxy:

- (i) completing the online form of proxy by logging on to www.signalshares.com and selecting Jupiter Fund Management plc. If you have not yet registered with www.signalshares.com you will need your investor code ('IVC') which is detailed on your share certificate or is available by calling our registrars, Link Group ('Link'), on +44 (0)371 664 0300<sup>1</sup>;
- (ii) requesting a hard copy form of proxy from Link on the telephone number shown above and returning the completed form to the address shown on the form;
- (iii) in the case of CREST electronic proxy appointment service, in accordance with the procedures set out below; or
- (iv) for institutional investors you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions.

It is important you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

and in each case to be received by Link Group no later than 11.00am on 4 May 2021. Amended instructions must also be received by Link Group by the deadline for receipt of forms of proxy.

## 2. Regulation 41 of the uncertificated securities regulations 2001 (as amended)

The Company specifies that only those shareholders registered on the Company's register at close of business on 4 May 2021 (the 'Specified Time') (or, if the meeting is adjourned to a time more than 48 hours after the Specified Time, by close of business on the day which is two working days before the time fixed for the adjourned meeting) shall be entitled to vote in respect of the number of shares registered in their name at that time. If the meeting is adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purposes of determining the entitlement of shareholders to vote (and for the purposes of determining the number of votes they may cast) on the resolutions to be proposed at the adjourned meeting. Changes to the entries on the Company's share register after that time shall be disregarded in determining the rights of any shareholder to vote, notwithstanding any provision in any enactment or the Company's Articles of Association.

#### 3. Crest voting

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual which can be viewed at euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ('Euroclear') specifications and must contain the information required for such instructions, as described in the CREST Manual

The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in Note 1 above.

For this purpose, the time of the receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages.

Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take, or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s), such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

#### 4. Corporate Representatives

Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder, provided that they do not do so in relation to the same shares.

<sup>1</sup> Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00-17:30, Monday to Friday excluding public holidays in England and Wales. You can also contact the registrar by email at enquiries@linkgroup.co.uk.

#### 5. Nominated persons

Any person to whom this Notice of AGM is sent who is a person nominated under section 146 of the Companies Act 2006 (the "Act") to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting.

If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies in Note 1 above does not apply to Nominated Persons.

The rights described in those paragraphs can only be exercised by shareholders of the Company, Nominated Persons should also remember that their main point of contact in terms of their investment in the Company remains the shareholder who nominated the Nominated Person to enjoy information rights (or perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that shareholder, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interests in the Company (including any administrative matter). The only exceptions to this are where the Company expressly requests a response from a Nominated Person.

#### 6. Votes withheld

The 'Vote Withheld' is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

#### 7. Voting rights

As at 16 March 2021 (the latest practicable date before the publication of this Notice of AGM) the Company's issued share capital comprised 553,060,741 ordinary shares of 2 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company. The total voting rights in the Company as at 16 March 2021 were 553,060,741.

#### 8. Website

A copy of this Notice of AGM and other information required by section 311A of the Act can be found at www.jupiteram.com.

#### 9. Shareholder questions

All shareholders and their proxies will have the opportunity to ask questions, in advance of, the AGM. We will be holding a shareholder engagement webinar on 22 April 2021 and this will enable shareholders to raise questions with the Board before the proxy voting deadline on 4 May 2021. The Company must cause to be answered any question relating to the business being dealt with at the meeting. When invited by the Chairman, it would be useful if you could state your name before you ask your questions. Shareholders should note that questions need not be answered at the meeting if,

- it would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information,
- (ii) the answer has already been given on a website in the form of an answer to a question or,
- (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

In circumstances where an answer is not available for the Chairman to provide, they may nominate a Company representative to answer a specific question after the shareholder engagement event or the AGM, as the case may be. Any questions received after 22 April 2021 but prior to the AGM will be responded to by email on the same basis as outlined above

#### 10. Shareholders

Shareholders are advised that, unless otherwise stated, any telephone number, website and email address set out in this Notice of AGM, the Annual Report and Accounts or in any related documents should not be used for the purpose of communicating with or serving information on the Company (including the service of documents or information relating to the proceedings at the AGM).

#### 11. Inspection of documents

The following documents may be inspected at the registered office of the Company during business hours on any weekday (Saturdays, Sundays and Bank Holidays excluded) or by request to shareholderservices@jupiteram. com from the date of this Notice of AGM to the date of the AGM and will be available for inspection at the AGM from 10:45am on 6 May 2021 until the conclusion of the meeting:

- Register of Members;
- Copies of the Executive Directors' service contracts;
- Copies of the letters of appointment of the Non-Executive Directors; and
- Articles of association

The Company's Current Articles and the proposed New Articles, marked to show all of the changes proposed, are available to view on the Company's website www.jupiteram.com.

## APPENDIX

Summary of principal changes reflected in the proposed new Articles of Association of the Company

It is proposed that new Articles of Association of the Company ("New Articles") be adopted with effect from conclusion of the Annual General Meeting principally to enable the Company to hold hybrid general meetings should the Board deem this necessary, and to reflect various changes in company legislation and developments in market practice since the Company's Articles of Association were last amended in 2017 ("Current Articles"). The proposed New Articles and Current Articles, marked to show all the changes proposed, are available for inspection by shareholders, as set out in the explanatory note to Resolution 19 on page 7 of this Notice.

The principal changes to the Current Articles included in the proposed New Articles are summarised below. Other changes which are of a minor, technical or clarificatory nature have not been summarised. The numbering of provisions in the New Articles does not always correspond to the Current Articles. References to articles in the summary below are references to the proposed New Articles unless otherwise stated.

#### 1. Deferred Shares

As the Company no longer has deferred shares in issue and currently has no intention to issue any deferred shares in the future, the existing provisions in the Current Articles relating to deferred shares have been removed from the

#### 2. Share Warrants to Bearer

In line with current market practice following a change in legislation, the existing provisions under the Current Articles regarding share warrants to bearer, have been removed from the New Articles.

#### 3. Hybrid Meetings (Article 47.7)

The New Articles include a new article which allows the Company to hold hybrid general meetings (including annual general meetings) in such a way that enables members to attend and participate in the business of the meeting by either attending a physical location or by attending remotely by electronic means. This provides the Company with greater flexibility to align with technological advances, changes in investor sentiment and evolving best practice. In line with the views expressed by the Investment Association and Institutional Shareholder Services, the changes will not permit the Company to hold general meetings solely by electronic means, so a physical meeting will still be required. Nothing in the New Articles prevents the Company from holding solely physical general meetings and the Company would only propose holding hybrid meetings in circumstances where the Board has determined that this was necessary or appropriate after taking account of the interests of shareholders generally. Certain consequential changes to facilitate the holding of hybrid general meetings and attendance and participation by shareholders at such meetings, including by way of electronic means, have also been made throughout the New Articles.

## 4. Quorum for General Meetings (Article 50)

In accordance with section 318 of the Companies Act 2006, the New Articles provide that where only one qualifying person is present at a meeting, that person will constitute a quorum if he or she is present at the meeting as a member and as a duly authorised representative of a corporation, or as a member and as a proxy

of another person, or as the duly authorised representative of two or more corporations, or as the proxy of two or more persons, each of which is a member entitled to vote on the business to be transacted at the meeting. This is intended to provide maximum flexibility in terms of ensuring that a quorum can be achieved at a general meeting.

## 5. Powers of Directors if less than minimum number (Article 98)

The New Articles include a new article which governs what happens if the minimum number of directors required under the New Articles fail to be re-elected at an annual general meeting. In such circumstances the directors who are not so re-elected ("Retiring Directors") will be deemed to be re-elected but may only act for the purposes of filling vacancies and convening general meetings and may only perform such duties as are appropriate to maintain the Company as a going concern and to comply with the Company's legal and regulatory obligations. In particular, the Retiring Directors must convene a general meeting as soon as reasonably practical following the relevant annual general meeting and the Retiring Directors shall retire from office at that general meeting if the number of directors appointed or ratified by the Company is equal to or more than the minimum number of directors required under the New Articles. This proposed change takes account of the established practice of the existing directors standing for re-election annually at the annual general meeting.

Registered address:

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www.jupiteram.com

