

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you are recommended to seek your own independent financial advice from your stockbroker, solicitor, accountant, bank manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised financial adviser.

If you have sold or otherwise transferred all of your shares in Jupiter Green Investment Trust PLC (the “**Company**”), please send this document, as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

JUPITER GREEN INVESTMENT TRUST PLC

(Incorporated in England with registered number 0578006)

(An investment company within the meaning of section 833 of the Companies Act 2006)

Circular to shareholders and Notice of a General Meeting to renew the Board's authority to issue further shares on a non pre-emptive basis

Notice of a general meeting of the Company to be held on 14 June 2021 at 9.30 a.m. (the “**General Meeting**”) at the offices of Jupiter Asset Management Limited (‘Jupiter’, ‘Investment Adviser’), The Zig Zag Building, 70 Victoria Street, London, SW1E 6SQ is set out at the end of this document.

As stated last year, we no longer send hard copy forms of proxy. If you require a hard copy form of proxy please contact the Company’s registrar Link Group. Shareholders can vote via the registrar’s website and refer to Note 3 in the Notes to the Notice of Meeting. Crest members should use the electronic proxy appointment service and refer to Notes 3 and 4 in the Notes to the Notice of Meeting as set out at the end of this document. In each case proxy appointments must be received by 9.30 a.m. on 10 June 2021.

CONTENTS

	<i>Page</i>
EXPECTED TIMETABLE	2
LETTER FROM THE CHAIRMAN	3
Introduction	3
Reasons for requiring shareholder authority	3
The General Meeting	4
Action to be taken	4
Recommendation	4
NOTICE OF GENERAL MEETING	5
ORDINARY RESOLUTION	5
SPECIAL RESOLUTION	5

EXPECTED TIMETABLE

2021

Latest time and date for receipt of forms of proxy	9.30 a.m. on 10 June
General Meeting	9.30 a.m. on 14 June

JUPITER GREEN INVESTMENT TRUST PLC

*(Incorporated in England with registered number 0578006)
(An investment company within the meaning of section 833 of the Companies Act 2006)*

Directors:

Michael Naylor (*Chairman*)
Polly Courtice
Simon Baker
Jaz Bains

Registered Office:

The Zig Zag Building
70 Victoria Street
London
SW1E 6SQ

26 May 2021

Dear Shareholder

NOTICE OF GENERAL MEETING

Introduction

In order to meet the expected continuing demand for the Company's shares, the Board is proposing to seek shareholder authority to issue further ordinary shares of 0.1 pence each (the "**Ordinary Shares**") on a non pre-emptive basis prior to the Company's next annual general meeting later this year (the "**Proposals**").

The purpose of this document is therefore to convene a general meeting at which the appropriate shareholder authority will be sought. The General Meeting will be held at 9.30 a.m. on 14 June 2021 at the offices of Jupiter Asset Management Limited, The Zig Zag Building, 70 Victoria Street, London, SW1E 6SQ.

Reasons for requiring shareholder authority

At the annual general meeting of the Company which was held on 16 September 2020, shareholders granted the Board authority to allot Ordinary Shares with an aggregate nominal value of up to £6,266 (being equivalent to one third of the issued share capital of the Company at 16 September 2020 (excluding treasury shares) and representing approximately 6,266,328 Ordinary Shares). In addition, the Board were granted authority to disapply pre-emption rights on the issue of such Ordinary Shares for cash up to an aggregate nominal value of £1,879 (being equivalent to 10 per cent. of the issued share capital (excluding treasury shares) and representing 1,879,898 Ordinary Shares). Both authorities were granted for the period from the date of that annual general meeting until the next annual general meeting, which is expected to be held in September 2021.

Since the granting of the shareholder authorities the Board has exercised its powers by issuing 1,527,000 new Ordinary Shares from treasury representing 7.1 per cent. of the Company's issued share capital as at the date of this document) on a non pre-emptive basis for cash and at a premium to the prevailing net asset value per share. As at 24 May 2021 (the latest practicable date prior to the publication of this document) the Company has the capacity to issue only a further 352,898 Ordinary Shares on a non pre-emptive basis.

The Board believes that the remaining current capacity under the existing shareholder authority may prove insufficient to allow the Board to continue to satisfy demand for the Ordinary Shares during the period up to the Company's next annual general meeting. If new authority is granted by shareholders the Directors will only use the authority to disapply pre-emption rights and issue shares: (i) at a premium to net asset value; (ii) to meet demand from investors; and (iii) when the Directors believe that it is in the best interests of the Company and its shareholders to do so.

Over the last twelve months, due to market demand, the Company has sold 10.2 per cent. of the Ordinary Shares held in treasury. In addition, it has issued 1,182,328 Ordinary Shares from treasury as part of the annual subscription exercise. The Board believes that the Company's continuing ability to issue Ordinary Shares at a premium to net asset value increases liquidity, spreads the fixed costs of the Company over a larger asset base and prevents the build up of excessive demand for Ordinary Shares.

The General Meeting

The Proposals are conditional on the approval of shareholders. You will find set out at the end of this document a notice convening the General Meeting at which shareholders will be asked to consider and, if thought fit, approve the Proposals. The General Meeting is to be held at 9.30 a.m. on 14 June 2021 at the offices of Jupiter Asset Management Limited, The Zig Zag Building, 70 Victoria Street, London, SW1E 6SQ.

The resolutions, will, if passed, enable the Directors to issue new Ordinary Shares, in addition to its existing authority, and resell any shares that may be held in treasury up to an aggregate nominal amount of £2,150 (being 2,150,831 Ordinary Shares) which represents approximately 10 per cent. of the total Ordinary Share capital of the Company in issue as at 24 May 2021 (the latest practicable date prior to the publication of this document) for cash without first offering such Ordinary Shares to existing shareholders pro rata to their existing shareholdings.

The Board continues to monitor the Government advice in relation to the COVID-19 situation and public gatherings. It is expected that the current legal restrictions on gatherings will still be in force on 14 June 2021 when the General Meeting will be taking place. The Board believes that all shareholders will wish to comply with these guidelines and therefore physical attendance in person at the General Meeting will not be permitted. The Company encourages shareholders to appoint the Chairman as their proxy with their voting instructions. Forms of Proxy must be received by no later than 48 hours before the commencement of the meeting and can be submitted electronically as set out in Note 3.

The Company will continue to monitor the situation and if Government advice dictates that further changes to the arrangements for the General Meeting are necessary, details will be published on the website and via a Regulatory Information Service.

Action to be taken

Shareholders should vote using the electronic voting platforms. Details of how to vote are contained within the Notes to the Notice of General Meeting. If you do require a paper proxy please contact the registrar Link Group, contact details can be located in Note 3 to the Notes of the Notice of Meeting.

To be valid, all proxy appointments must be received no later than 9.30 a.m. on 10 June 2021.

Recommendation

The Directors consider the passing of the resolutions to be in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that shareholders vote in favour of the resolutions.

The Directors intend to vote in favour of the resolutions in respect of their own beneficial holdings of Ordinary Shares (amounting to 107,000 Ordinary Shares, representing approximately 0.5 per cent. of the issued share capital of the Company as at the date of this document).

Yours faithfully

Michael Naylor
Chairman

JUPITER GREEN INVESTMENT TRUST PLC

(Incorporated in England with registered number 0578006)
(An investment company within the meaning of section 833 of the Companies Act 2006)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN of a general meeting of the Company to be held on 14 June 2021 at 9.30 a.m. (the “**General Meeting**”) at the offices of Jupiter Asset Management Limited (‘Jupiter’, ‘Investment Adviser’), The Zig Zag Building, 70 Victoria Street, London, SW1E 6SQ to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTION

1. General authority to allot Ordinary Shares

THAT, in addition to all existing authorities, the Directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot new shares in the Company and to grant rights to subscribe for, or to convert any security into, Ordinary Shares in the Company up to an aggregate nominal value of £2,150, being equal to approximately 10 per cent. of the Company’s issued share capital (excluding treasury shares) as at 24 May 2021, to such persons and on such terms as the Directors may determine, such authority to expire on the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

SPECIAL RESOLUTION

2. General authority for the disapplication of pre-emption rights

THAT, in addition to all existing authorities, the directors of the Company be and are hereby generally empowered, pursuant to sections 570 and 573 of the Companies Act 2006 (the “**Act**”) to allot equity securities (within the meaning of section 560 of the Act) pursuant to any authority for the time being in force under section 551 of the Act and to sell shares held by the Company in treasury, wholly for cash, as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power:

- (i) shall be limited to the allotment of equity securities and the sale of treasury shares for cash up to an aggregate nominal amount of £2,150 (representing approximately 10 per cent. of the issued share capital of the Company, as at 24 May 2021); and
- (ii) expires on the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

By order of the Board

Jupiter Asset Management Limited
Company Secretary

26 May 2021

Registered office
The Zig Zag Building
70 Victoria Street
London
SW1E 6SQ

Notes:

1. As a member you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at the General Meeting. A proxy need not be a member of the Company but must attend the General Meeting to represent you. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You can only appoint a proxy using the procedure set out in these notes and the notes to the form of proxy. You may not use any electronic address provided either in this notice or any related documents (including the circular and form of proxy) to communicate with the Company for any other purpose other than those expressly stated.
2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the company specifies that to be entitled to attend and vote at the Meeting (and for the purpose of the determination by the company of the number of votes they may cast), members must be entered on the company's register of members 48 hours before the meeting. If the Meeting is adjourned then, to be so entitled, members must be entered on the company's register of members at the time which is 48 hours before the time fixed for the adjourned meeting or, if the company gives notice of the adjourned meeting, at the time specified in that notice.
3. Electronic proxy voting is available for this meeting. If you would like to submit your voting instructions using the web-based voting facility please go to www.signalshares.com. If you have not already registered with Signal Shares you will need your Investor Code which can be found on your share certificate or recent dividend confirmation. Once registered you will be able to vote immediately by selecting 'Proxy Voting' from the menu. If you are an institutional investor you may 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. Your proxy must be lodged by not less than forty-eight hours before the meeting in order to be considered valid. 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 that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
4. If you require a paper proxy please call our Registrar Link Group on 0371 664 0300 or, if calling from overseas, on +44 (0) 371 664 0391. 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.
5. As at 24 May 2021 (being the latest practicable date prior to the publication of the Notice) the company's issued share capital was 33,724,958 ordinary shares of 0.1p each, of which 12,216,644 are held in treasury. As a result the total voting rights as at 24 May 2021 is 21,508,314.
6. The vote 'Withheld' is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Withheld' vote 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. Any questions shareholders have concerning the business to be conducted at the meeting may be emailed to magnus.spence@jupiteram.com. Please include your name and shareholder reference number. The company will respond to each shareholder.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held on 14 June 2021 and any adjournment(s) thereof by using the procedures described in the CREST Manual. 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 or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with CRESTCo's 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 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 company's agent ID (RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the company'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 CRESTCo 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.

9. If you have disposed of your holding in the company this document should be passed on to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.
10. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 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.
11. A copy of the Notice of meeting and other information required by Section 311A of the Companies Act 2006, can be found at www.jupiteram.com/JGC.
12. Under Sections 338 and 338A of the 2006 Act, members meeting the threshold requirements in those sections have the right to require the company: (i) to give, to members of the company entitled to receive notice of the meeting, notice of a resolution which those members intend to move (and which may properly be moved) at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting. A resolution may properly be moved, or a matter properly included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of any inconsistency with any enactment or the company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be accompanied by a statement setting out the grounds for the request, must be authenticated by the person(s) making it and must be received by the company not later than the date that is six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
13. Shareholders are advised that, unless otherwise stated, any telephone number, website and email address set out in this Notice of Meeting, should not be used for the purpose of serving information on the company (including the service of documents or information relating to the proceedings at the general meeting).

