

Jupiter Fund Management plc

Company number 06150195

At the Annual General Meeting of the above company, duly convened and held on 15 May 2019, the following resolutions relating to special business (business other than ordinary business) were duly passed.

Ordinary Resolutions

Authority to allot shares

14. In substitution for all subsisting authorities 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 £3,051,332. 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 2020, 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 expired.

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 2020, 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 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, either pursuant to the authority of the Directors conferred by resolution 14, or by way of a sale of treasury shares, 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:

- (a) shall be limited to the allotment of equity securities or sale of treasury shares in connection with an offer of equity securities: (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) to holders of other equity securities as required by the rights of those securities or 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) in the case of the authority granted under paragraph (a) of this resolution 16 and/or in the case of any sale or transfer of treasury shares which is treated as an allotment of equity securities under section 560(3) of the Act, shall be limited to the allotment of equity securities up to an aggregate nominal value equal to £457,699;

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 2020, 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 treasury shares to be sold) after such expiry and the Directors may allot equity securities (and 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 45,769,950;
 - (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 2020, 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 may be authorised to call a general meeting of the Company, (other than an annual general meeting), on not less than 14 clear days' notice.